

# **BYLAWS OF**

## **FRIENDS OF THE DOUGLAS COUNTY LIBRARY SYSTEM**

### **ARTICLE 1: PURPOSE AND ACTIVITIES**

The purpose of the organization shall be to maintain an association of persons interested in the county library. Friends of the Douglas County Library System have a common concern for their library's active expansion and participation in community life, including outlying branches. They have a conviction that good library service is important to everyone.

### **ARTICLE II: MEMBERSHIP**

**Section 1. Classes and voting.** The following memberships are open to the public on payment of dues:

Individual Membership: an individual membership is entitled to one vote. Dues are paid annually.

Family membership: a family membership is entitled to two votes, provided two members of the family are present and voting. Dues are paid annually.

Lifetime Membership: an individual membership is entitled to one vote. Dues are paid one time.

Each paid membership shall be entitled to vote on the election and removal of Directors and Officers and on amendments to the Bylaws of this organization.

**Section 2. Qualifications.** A person shall become a member of the organization by payment of dues annually. The membership year shall run from the first day of January through the last day of December.

**Section 3. Termination of Membership.** Members shall be terminated automatically for non-payment of annual dues 60 days beyond the membership year. Membership, for other than non-payment of annual dues, may be terminated by the Board of Directors after giving the member at least 15 days written notice by first class or certified mail of the termination and the reasons for termination, and an opportunity for the member to be heard by the Board, orally or in writing, not less than five days before the effective date of the termination. The decision of the Board shall be final and shall not be reviewable by any court.

**Section 4. Annual Meeting.** The Friends of the Douglas County Library System shall hold its annual meeting in March where the Board of Directors may designate for the purpose of election of officers, to receive reports, and to transact any other business.

**Section 5. Special Meeting.** Special meetings of the members shall be held at the call of the Board of Directors, or by the call of the holders of at least five percent of the voting power of the

organization by a demand signed, dated, and delivered to the organization's Secretary. Such demand by the members shall describe the purpose for the meeting.

**Section 6. Notice of Meeting.** Notice of all meetings of the members shall be given to each member at the last address of record, by first class mail at least 7 days before the meeting, or by means other than first class mail at least 30 but not more than 60 days before the meeting. The notice shall include the date, time, place, and purpose of the meeting.

**Section 7. Quorum and Voting.** Those votes represented at a meeting of members shall constitute a quorum. A majority vote of the members voting is the act of the members, unless these bylaws or the law provide differently

**Section 8. Proxy Voting.** There shall be no voting by proxy.

**Section 9. Action by Consent.** Action without a membership meeting (action by consent) is prohibited.

### **ARTICLE III: BOARD OF DIRECTORS**

**Section 1: Duties:** The affairs of the organization shall be managed by its Board of Directors. Any member may present recommendations to this Board at a board meeting, or through a member of the Board.

**Section 2: Number and Qualifications.** The Board of Directors shall consist of no less than seven (7) Directors and no more than fifteen (15) Directors. Nominees for the Board of Directors must be members in good standing of the organization.

**Section 3. Term and Election.** Directors will be elected at the annual membership meeting. The term of service shall be two years with no limit on the number of terms. Initially, half shall be designated as one year terms, and half shall be designated as two year terms. Thereafter, terms shall be for two years with half the board elected on alternate years.

**Section 4. Removal.** Any Director may be removed, with or without cause, at a meeting called for that purpose, by a vote of two-thirds of the members present.

**Section 5. Vacancies.** Vacancies arising on the board shall be filled by appointment by the remainder of the Board. Appointed Director shall serve until the expiration of the term of office for the position to which they were appointed.

**Section 6. Quorum and Action.** A quorum at a board meeting shall be a majority of the Directors and Officers immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of directors present. Where the law requires a majority vote of directors in office to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or for other matters, such action must be taken by that majority as required by law.

**Section 7. Regular Meetings.** Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. No other notice of the date, time, place or purpose of these meetings is required.

**Section 8. Special Meetings.** Special meetings of the Board of Directors may be called by the President or twenty percent of the directors then in office at a time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Director personally or by telephone or by mail not less than two days prior to the special meetings.

**Section 9. Telephonic Meetings.** Meetings may be held by telephone, or other method, so long as all participating directors may simultaneously hear and speak with each other. A director participating in such a meeting is deemed present for purposes of a quorum.

**Section 10. No Salary.** Directors shall not receive salaries for their Board services, but may be reimbursed for expenses related to Board service.

**Section II. Decisions By Mail or Email.** The Board may use mail, fax or email to make any decision or take any action that is within its power, without a real-time meeting, through the use of a "Unanimous Consent Resolution." A clearly stated motion must be sent or presented to all of the directors on the Board, along with clear instructions that this process requires a vote of "yes, no, or abstain" from each director in response. If the Unanimous Consent Resolution is sent by mail or fax, then it must be signed and returned by mail or fax by each director. If it is sent by email then each director must send their vote in an emailed reply, and in that case no signature is necessary. Motions are adopted and effective on the date that all directors in office have responded with an affirmative "yes" vote. If any director fails to vote, votes "no" or abstains, then the Unanimous Consent Resolution motion fails to pass. A printed record of each director's vote will be stored with the corporate records.

#### **ARTICLE IV. COMMITTEES**

The only committees permitted will be advisory in nature.

#### **ARTICLE V. OFFICERS**

**Section 1. Titles.** The officers of this organization shall be President, Vice President, Secretary, Treasurer, and Immediate Past President.

**Section 2. Election.** The Members shall elect the President, Vice President and Secretary and Treasurer. The retiring President will become the Immediate Past President. They shall serve for a term of two years, and may not serve more than two successive terms in the same office. The exception is for the Treasurer whose term of office is without limitation. All Officers shall be members of the Board of Directors and must be members of the organization.

**Section 3. Vacancy.** A vacancy of the office of President, Vice President, Secretary or Treasurer

shall be filled by the remaining directors not later than the first regular meeting of the Board of Directors following the vacancy. The appointed Director shall serve until the expiration of the term of office for the position to which they were appointed.

**Section 4. Other Officers.** The Board of Directors may elect or appoint other officers or agents as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

**Section 5. President.** It shall be the duty of the President to be the chief officer of the Friends of the Library and as Chair of the Board, presiding over all General Membership and Board of Director's meetings.

**Section 6. Vice President.** It shall be the duty of the Vice President to assume all duties of the president in the President's absence.

**Section 7. Secretary.** It shall be the duty of the Secretary to keep records of the proceedings of the Regular and Board of Director's meetings and present them to the membership at the call of the President. The Secretary shall perform, or cause to be performed, the following duties: (a) official recording of the minutes of all proceedings of the Board of Directors and members' meetings and actions; (b) provision for notice of all meetings of the Board of Directors and members; and (c) any other duties as may be prescribed by the Board of Directors.

**Section 8. Treasurer.** The Treasurer shall have the overall responsibility for recording organization funds. The Treasurer shall perform, or cause to be performed the following duties: (a) keeping of full and accurate accounts of all financial records of the organization; (b) deposit of all monies and other valuable effects in the name and to the credit of the organization in such depositories as may be designated by the Board of Directors, (c) disbursement of all funds when proper to do so, (d) making financial reports as to the financial condition of the organization to the Board of Directors, (e) maintaining current and accurate membership lists, and (f) any other duties as may be prescribed by the Board of Directors.

#### **ARTICLE VI: ORGANIZATION INDEMNITY**

This organization will indemnify its officers and directors to the full extent allowed by Oregon law.

#### **ARTICLE VII: AMENDMENTS TO BYLAWS**

The Board must vote to recommend whether the proposed amendment should be adopted by the members. The members must vote to amend or repeal these bylaws or to adopt new ones by a two-thirds vote of the members present. Prior to the adoption of the changes, each member shall be given the notice of meeting required by these Bylaws and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed changes.

DATE ADOPTED: March 17, 2010