Friends of the Medford Library

By Law Proposed Changes

### **Article II - Membership**

Section 2. **Voting Privileges**: ~~Each member shall be entitled to a single vote at any meeting of the corporation. Group and corporate memberships shall be limited to one vote per membership.~~ Voting Members are the Board, current and past (for at least a year) volunteers, and Life Members. Non-Voting Members are all other members.

Section 3. **Quorum**: At any meeting of the membership, either in-person or electronically, Voting Members present shall constitute a quorum. This shall be determined at the time of voting.

**Article III - Board of Directors**

Section 3. **Quorum**: ~~A majority~~ One-third of those then serving on the Board shall constitute a quorum for the conduct of business. The act of a majority of the directors at any meeting, either in-person or electronically, at which a quorum is present shall be the act of the Corporation.

Section 4. **Election of Directors**: A nominating committee of not less than three members of the Corporation shall be appointed by the President at least 60 days prior to the annual meeting. The committee shall recommend in writing or electronically, to the Board the names of nominees for election to the Board. ~~The term of office for directors shall be two years.~~ Each nomination shall specify the numbered position on the Board for which it is being made. Positions 2, 4, 6, 8,10, 12 and 14 shall be elected in even years and positions 1, 3, 5, 7, 9, 11, 13 and 15 shall be elected in odd years. In addition, nominations may also be made from the floor at the annual meeting provided that the consent of the nominee has first been obtained. Directors shall be elected by the membership at the annual meeting. Directors shall assume office at the meeting following the annual meeting at which they were elected.

**Article IV - Officers**

Section 1. **Election**: The Nominating Committee shall submit a slate of proposed officers to the Board at the meeting before the annual meeting. The Board shall elect officers at the first meeting following the annual meeting.

Section 2. **Term of Office**: The term of office for officers of the Corporation shall be ~~two years~~ one year. Officers may serve multiple terms.

**Treasurer**: The Treasurer shall be custodian of all monies of the Corporation and shall keep accurate records of receipts, expenditures and other financial affairs and transactions. The Treasurer shall prepare such financial statements showing the financial condition of the Corporation as the Board may require. The Treasurer shall prepare and submit all required Oregon State and IRS documentation.

#### **Article V – Committees**

The President, with the concurrence of the Board, shall have the power to appoint committees composed of at least ~~one~~ two directors and other directors or corporation members. Such committees, to the extent provided by appointment, shall have authority over matters as may come before them and shall serve until the completion of the work for which they are appointed. The President shall be an ex-officio member of all committees except nominating committees. Standing committees shall include the Membership, Book Shop Management, and Audit committees. Committees may elect their own Chairs. Committees exercise the authority of the Board. Only directors may vote on spending money and setting policy.

Section 2. **Book Shop Management Committee**: The Book Shop Management Committee shall be composed of five or more members who shall compose a Management Team responsible for the total operation of the Friends’ Book Shop. The committee shall propose a Book Shop budget for inclusion in the overall FOML budget approved by the board. The Committee may make expenditures within the approved budget.

**Article VII - Meetings**

Section 1.  **Annual Meeting**:  The annual meeting of the membership of the Corporation shall provide for the election of directors to the Board of Directors and for the conduct of such other business as may come before the members of the Corporation. The meeting shall be held annually in the month of April at a time and location to be selected by the Board. ~~Thirty~~ At least seven days advance notice, in writing or by email, shall be provided to the members for the annual meeting of the membership of the corporation. At the discretion of the board, a membership meeting may be held electronically. Electronic meetings will be held in accordance with ORS 65.205, Participation in meeting by remote communication**.**

  Section 2.  -  **Board Meetings**:  The Board shall hold no fewer than ten monthly meetings each calendar year and such special or electronic meetings as the Board may deem necessary. The time and place of the regular monthly Board meeting shall be designated by the President. Special meetings of the Board shall be at the call of the President or upon written or electronic request of three members of the Board. Five days' advance notice, given either personally, by mail, or by e-mail, shall be provided for any meeting of the Board. The board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through use of any means of communication by which all directors participating may simultaneously communicate during the meeting. Board voting may be done within an electronic meeting.

**Article XI- Dissolution**

The Board of the Corporation may decide that it is necessary for the organization to disband. If so, the Board will put a motion to disband to a vote of the Voting membership. The methodology of the vote will be determined by the Board at the time of the proposed dissolution. If the Corporation disbands, any assets it holds will be transferred to the Jackson County Library Foundation in a branch-restricted fund for the benefit and use of the Medford Library. Should the Corporation reorganize in the future, any or all the funds remaining in the branch-restricted fund shall be made available to the Corporation, if requested.

**Article XII – Corporate Records/Contact Information**

Section 1. - **Records of Members:** The Secretary shall ensure that the Corporation maintains a current formal record of the names, contact information, and status of Voting Members and Nonvoting Members. The contact information of Voting Members must be in the form of a street address, mailing address, and email address at which the Voting Member elects to receive notices and other messages from the Corporation.

Section 2. - **Records of Directors:**  The Secretary shall ensure that the Corporation maintains a current formal record of the names, contact information, and status of Directors. The contact information of Directors must be in the form of a street address, mailing address, or email address at which the Director elects to receive notices and other messages from the Corporation.

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