

# Friends of the Medford Library

## By Laws

### **Article I - Statement of Purpose**

The Friends of the Medford Library (CORPORATION) is a non-profit 501(c)(3) community organization dedicated to supporting and enhancing the Medford Public Library through resource development, advocacy, promotion, and projects that foster all forms of literacy and increase the love of reading and lifelong learning. This is accomplished, in part, through the operation of the Book Shop located in the Medford Public Library. It is acknowledged that support of the Medford Public Library may include, at times, support of the Jackson County Library System, of which the Medford Public Library is a part.

### **Article II - Membership**

Section 1. **Eligibility:** Any individual, group or corporation interested in the affairs of the Medford Library shall, upon payment of dues as prescribed by the Board of Directors, be eligible for membership in the Friends of the Medford Library.

Section 2. **Voting Privileges:** 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 1. **Composition of Board:** Entire control of property, management and business affairs shall be vested in a Board of Directors Board up to fifteen (15) members, consisting of four (4) officers of the Corporation and up to eleven (11) additional directors. Board members shall be members in good standing of the Corporation.

Section 2. **Responsibilities:** Each director shall be responsible for assisting in the carrying out of the purpose of the organization.

Section 3. **Quorum:** 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. 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.

Section 5. **Term of Office:** The Term of office for directors of the Corporation shall be two years. Directors may serve multiple terms.

Section 6. **Vacancies:** The Board, at any regular or special meeting called for the purpose of filling a vacancy, may fill any vacancy occurring on the Board. The person elected to fill a vacancy shall serve the unexpired term of his or her predecessor in office.

Section 7. **Disqualification:** Any director who has more than three unexcused absences from Board meetings shall be subject to removal by the Board. A group of at least three members of the Corporation may move for dismissal of any Board member. Written notice shall be given to the affected Board member not less than twenty-eight (28) days prior to the meeting at which two-thirds vote by the Board shall be necessary to effect removal.

#### **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 one year. Officers may serve multiple terms.

Section 3. **Duties of Officers:**

- a. **President:** The President shall preside at all meetings of the Board and at the annual meeting of the Corporation and shall be the chief executive officer of the Corporation.
- b. **Vice-president:** In the absence of the President, the Vice-president shall preside, and perform such additional duties as may be assigned by the Board.
- c. **Secretary:** The Secretary shall be custodian of the records of the Corporation. The Secretary shall keep accurate records of the proceedings of all meetings of the Board and of the annual meeting of the Corporation. The Secretary shall be responsible for tracking all amendments and publishing them as approved
- d. **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 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 1. **Membership Committee:** The Membership Committee shall be custodian of all membership records, renewals, notices and other membership information.

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.

Section 3. **Audit Committee**: The Audit Committee shall be composed of at least two (2) members and shall review and certify the financial records of the Corporation at the end of each quarter.

### **Article VI - Indemnification**

The CORPORATION agrees to indemnify, defend and save harmless the board members, its officers, directors, employees and volunteers from and against all liability, loss, cost or expense (including attorney's fees) by reason of liability imposed upon the CORPORATION, arising out of or related to the CORPORATION's activities, whether caused by or contributed to by the members or any other party indemnified herein, unless caused by the sole negligence of the member or any other party indemnified herein.

### **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. 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 VIII - Business Year**

The business year of the Corporation shall be from January 1 to December 31 of the calendar year.

### **Article IX - Amendments**

These By-laws may be amended, repealed or replaced by the Corporation membership at the annual meeting provided that notice of proposed changes shall be provided the membership no later than thirty (30) days prior to the meeting.

### **Article X - Rules of Order**

Whenever applicable and not in conflict with these Bylaws, the current Roberts Rules of Order, Revised, shall govern all proceedings of the Board and Corporation.

### **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.

Approved and adopted March 1982, and as amended on April 30, 1983, November 8, 1999, December 13, 1999, January 9, 2006, April 14, 2013, April 13, 2015, and April 19, 2021.

(Signed) \_\_\_\_\_ Signed at Medford, Oregon April \_\_, 2021 Maureen Swift, President

(Signed) \_\_\_\_\_ Signed at Medford, Oregon April \_\_, 2021 Virginia Petitt, Secretary