

BYLAWS OF
THE BAKER COUNTY LIBRARY FOUNDATION, INC.

ARTICLE 1

MEMBERSHIP

Section 1 – Membership

This corporation shall have no members but shall be governed and managed by a Board of Directors.

Section 2 – Number

The Board of Directors shall consist of not less than seven (7) nor more than twelve (12) directors.

- A. An elected Director of the Baker County Library District shall serve as one of this number in full capacity.
- B. No more than one of the Baker County Library District Directors may serve on the Foundation Board at any one time.
- C. The Library Director of the Baker County Library District shall serve as an ex officio member of the Board of Directors, with no voting power.

Section 3 – Term

- A. The membership of the Board of Directors shall be divided by lot at the initial meeting into three groups: Directors in the first group shall serve a term of one year; Directors in the second group shall serve a term of two years; and Directors of the third group shall serve a term of three years.
- B. At each annual meeting of the Board of Directors, successors shall be elected to the vacant positions for terms of three years, with the result that one-third of the Directors will be elected each year and two-thirds will not.
- C. There shall be a limit of two (2) consecutive full three-year terms a Director may serve. A director may serve again after one (1) year's absence from the Board.
- D. A total of three (3) unexcused absences from meetings of the Board shall constitute automatic forfeiture of a Director's position and shall cause that position to be filled by a new Director.
- E. All members of the Board of Directors shall serve at the pleasure of a majority of the entire Board of Directors.

Section 4 – Election Procedure

- A. Candidates for membership to the Board of Directors, except the Director representing the Library District Board, shall be selected by a nominating committee and shall be elected at the annual meeting of the Board of Directors.
- B. The Library District Board shall name one of its number as one of the Directors and shall name a replacement if that Director shall cease to be an elected District Director during his or her term on the Foundation Board.

Section 5 – Vacancies

- A. In the event of a vacancy, the Board of Directors shall, by majority vote, appoint an interim member for the uncompleted term.
- B. Vacancies caused by an increase in total number of Directors shall be filled through normal election procedures.

ARTICLE II

MEETINGS

Section 1 – Meeting

- A. The Board of Directors shall hold meetings at least four times each calendar year, or more often as necessary. The board of Directors shall, by its own resolution, designate such dates, times and places as it may choose for such meetings; provided, however, the annual meeting of the Board of Directors shall be held on the first Tuesday in February of each calendar year. Written notice of the date, time, place and agenda of each meeting shall be given to each Director at least ten days before the meeting.
- B. Special meetings of the Board of Directors may be called by the President, and must be called by the President upon the written request of at least two members of the Board of Directors. Serious intent shall be given to notify all directors in a timely manner of the date, time and place and purpose of such special meeting so that all Directors who are available for the meeting may have the opportunity to attend.

Section 2 – Quorum

The presence of a majority of the voting members of the Board of Directors shall constitute a quorum at any meeting.

Section 3 – Voting

- A. When a quorum is present, the vote of the majority of the Directors at such meeting shall be the act of the Board of Directors, unless a greater vote is required by law or these bylaws.
- B. Any member of the Board of Directors with a conflict of interest shall abstain from voting on any motion relating to that conflict.

ARTICLE III

COMPENSATION AND INDEMNIFICATION

Section 1 – Compensation

- A. Members of the Board of Directors shall not be compensated for their services as Directors.
- B. The Directors will receive reasonable reimbursement from the corporation for necessary expenses incurred in the execution of their duties and responsibilities. Such reimbursements must be approved by the Board.

ARTICLE IV

OFFICERS

Section 1 – Officers

- A. The officers of the corporation shall be a President, a Vice-President, a Secretary and a Treasurer, and such other officers as may be deemed necessary by the Board of Directors.
- B. Each officer shall be elected by the Board of Directors at its annual meeting from among its members and shall serve for a term of one year from that date, subject to removal by majority vote of the entire Board of Directors at any meeting for which notice of consideration of such action shall have been duly given.
- C. Any vacancy of office which occurs between annual meetings may be filled by Board appointment to complete the term of office.

Section 2 – President

The President shall preside over all meetings of the Board of Directors, shall designate the members and officers of each standing committee and such other committees as may be created by the Board of Directors from time to time, shall sign checks, drafts or other instruments as directed by the Board, shall sign contracts or other legal documents on behalf of the Corporation with the Board's approval and shall discharge such other duties as may be prescribed from time to time by the Board of Directors.

Section 3 – Vice-President

The Vice-President shall assume all the duties of the President in the absence or incapacity of the President and shall discharge such other duties as may be prescribed from time to time by the Board of Directors.

Section 4 – Secretary

The Secretary shall keep or cause to be kept the minutes of the meetings of the Board of Directors; shall be responsible for the timely preparation and delivery of all notices to be given in accordance with the provisions of these Bylaws, the Articles of Incorporation or as required by law; shall be custodian of the corporate records; shall provide the Annual Report to the Secretary of State per ORS 65.787; shall provide copies of the Annual report and financial reports from the Treasurer to the Library District Board and shall perform other duties as may be prescribed from time to time by the Board of Directors.

Section 5 – Treasurer

The Treasurer shall be the legal custodian of all the corporate funds and securities; shall deposit all funds in the name of the corporation in such bank or banks or financial instruments as the Board of Directors shall by resolution specify; shall keep proper account books; shall provide such financial reports to the Attorney General as are required by ORS 128.670, shall sign checks or drafts or other instruments as directed by the Board and shall perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 6 – Other Offices

The Board of Directors may by resolution create such additional and special offices as may be considered necessary or desirable in addition to those described herein. The appointment, tenure, removal and succession of persons to hold such offices shall be as the Board of Directors shall provide.

ARTICLE V

ADMINISTRATIVE AND FINANCIAL PROVISIONS

Section 1 – Fiscal Year

The fiscal year of the corporation shall be the calendar year.

Section 2 – Loans

No loans shall be made by the corporation to any Director.

Section 3 – Recordkeeping

The corporation shall keep current and complete books and records of accounts and minutes of the proceedings of its Board of Directors and committees.

Section 4 – (skipped)

Section 5 – Depositories

All funds of the corporation shall be deposited in the name of the corporation in such banks or other financial institutions or instruments as the Board of Directors may designate and shall be drawn on checks, drafts, or other orders signed on behalf of the corporation by the Treasurer and the President or by such other persons or persons as the Board of Directors may designate.

ARTICLE VI

AMENDMENTS

These Bylaws may be amended by a majority vote of those Directors present at any regular or special meeting of the Board of Directors, provided notice and proposed changes or amendments are submitted in writing to each Director at least thirty (30) days in advance of the scheduled vote.

APPROVED by the Board of Directors

April 7, 1993
(Date)
Jay B. Rickman
(Secretary)