

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 no fewer than seven (7) directors.

- A. An elected Director of the Baker County Library District shall serve as one of this number in full capacity.
- B. 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. (replacing D) A total of three (3) consecutive absences without notice from meetings of the Board shall constitute eligibility for forfeiture of a Director's position to be determined at a special meeting pursuant to section D.
- D. (replacing E) Removal of Directors. Any Director may be removed with or without cause by a two-thirds vote of the Board only at a special meeting called for the purpose of removing that Director. The meeting notice must state that the purpose, or one of the purposes, of the meeting is the removal of the Director. Such director shall receive notice of said meeting by certified mail.

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 as often as deemed necessary. The board of Directors shall, by its own resolution, designate such dates, times and places as it may choose for such meetings.
- B. An annual meeting of the Board of Directors shall be held each year at the time and place as may be designated by the Board of Directors. If the Board of Directors does not fix a different time or place, the annual meeting of the Board of Directors shall be held on the first Tuesday in February of each calendar year at 5 p.m.
- C. Written notice by physical or electronic means of the date, time, place and agenda of each meeting shall be given to each Director at least ten days before the meeting
- D.
- E.
- F. 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

- A. The presence of a majority of the voting members of the Board of Directors shall constitute a quorum at any meeting.
- B. A quorum is required to conduct business at any meeting.

### Section 3 – Voting and Conflict of Interest

A. When a quorum is present, the vote of the majority of the eligible 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 shall make full disclosure to the Board of any conflict of interest and recuse oneself from deliberations, including discussion and voting, on any issue in which they hold a material interest or that creates the appearance of a conflict of interest, according to the definition below.

Conflict of interest: A conflict of interest occurs when a Board member or their close family member has a personal or outside financial, business, or professional interest or responsibility that conflicts with their duties as a Board member such that he or she may not be able to exercise independent and objective judgment on the matter in the best interests of the Foundation

C. A Director shall, when they believe another Board member has a conflict of interest that has not been properly recognized or resolved, seek proper resolution of the issue by bringing the matter to the attention of the Board through the Board President or in the case of potential conflict of the President through the Board Vice President.

## 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.

C. Indemnification of Trustees: No Director or officer of the Foundation shall be liable to anyone for any action taken or refused to be taken by him as Director or officer with respect to any matter within the scope of his/her official duties, except where such action or neglect or failure to act shall constitute fraud or gross negligence in the performance of the duties of Director or officer. Each Director's or officer's costs and expense including counsel fees actually and necessarily incurred by or imposed upon him in connection with defense of any action, suit or

proceeding to which he shall be made a party by reason of his or having been a Director or officer of the Foundation shall be paid by the Foundation, except in relation to any matter as to which he/she shall be finally adjudged to have been liable for fraud or gross negligence in the performance of his/her duties as such Director or officer. In the event of the settlement of any such action, suit or proceeding, prior to final judgment, the Foundation shall also make reimbursement or payment of the cost, expenses and amounts paid or to be paid in settling any such action, suit or proceeding, when such settlement appears to be in the interest of the Foundation in the opinion of a majority of the Directors who are not involved or, if all are involved, then in the opinion of the attorney for the Directors.

- D. Debts and Obligations of Corporation. The directors and officers of the Corporation shall not be personally liable for the debts or obligations of the Corporation of any nature whatsoever, obligations of the Corporation to any extent whatsoever.

## 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.