

**BYLAWS
OF
FRIENDS OF THE KLAMATH COUNTY LIBRARY**

An Oregon nonprofit membership Organization
[501(c)3, 501(h)]

Article I: PURPOSE

The purpose of the FRIENDS OF THE KLAMATH COUNTY LIBRARY (herein after Organization) shall be to maintain an association of persons interested in libraries, to focus public attention on Klamath County Library (KCL), to stimulate the use of KCL's resources and services, to receive and encourage gifts as well as endowments and bequests, to provide support and cooperation in developing its services and facilities for the community. It is also to support the freedom to read as expressed in the American Library Association's Bill of Rights.

Article II: MEMBERSHIP

Section 2.1 DEFINITION.

Membership shall be open to all individuals, families, clubs and organizations that support its purpose.

Section 2.2 QUALIFICATIONS.

Each member shall pay dues annually in order to maintain voting rights. Classifications of members are listed in the Policies document.

Section 2.3 MEMBER RIGHTS.

Member rights are restricted to electing the Board of Directors; each membership has one vote. Election shall be at the annual meeting in June. The slate of nominees shall be included in the notice of annual meeting. Nominations from the floor may be made at that time. Election

of Directors may be by voice vote, show of hands or by a motion to close the nominations and accept the slate presented by the Vice President, provided there is only one nominee for each seat.

Section 2.4 TERMINATION OF MEMBERSHIP.

In the case where a membership causes direct harm to FOL, membership may be terminated by the Board of Directors after giving the member at least 15 days' written notice of the termination and the reasons for the termination. An opportunity will be given to 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 2.5 ANNUAL MEETING.

The annual meeting of the members shall be held on the third Wednesday of June. Regular membership meetings shall be held on the third Wednesday of January, March and September. The regular time and place shall be designated by the Board of Directors. Members may hold electronic meetings in accordance with current state law. ORS 65.337

Section 2.6 SPECIAL MEETINGS.

Special meetings of the members shall be held at the call of the Board of Directors, or by the call of at least five percent of the members by a demand signed, dated and delivered to the Organization's Secretary. Such demand by the members shall describe the purpose of the meeting.

Section 2.7 NOTICE OF MEETING.

Notice of all meetings of the members shall be given to each member at the last address of record by mail or electronic communication at least 7 days before the meeting. The notice shall include the date, time, place and purposes of the meeting.

Section 2.8 QUORUM AND ACTION.

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 laws provide differently.

Section 2.9 PROXY VOTING.

There shall be no voting by proxy by membership.

Article III: BOARD OF DIRECTORS

Section 3.1 DUTIES

The affairs of the Organization shall be managed by the Board of Directors. The Board of Directors elects the officers.

Section 3.2 NUMBER

The number of Directors may vary between a minimum of seven and a maximum of 15.

Section 3.3 DIRECTORS STANDARD OF CONDUCT

A Director shall discharge the duties of a Director, including the Director's duties as a member of a committee, in good faith with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner the Director reasonably believes to be in the best interest of the Organization. This includes safeguarding the effective use of financial resources of the Organization and ensuring that its assets are invested prudently.

Section 3.4 DIRECTORS CONFLICT OF INTEREST

See Policy document.

Section 3.5 NOMINATION, TERM, AND ELECTION

The Board shall be elected by the membership at the annual meeting of the members. Directors shall be elected for a term of three years. The Board shall make provisions to stagger the terms of Directors so that

each year the terms of as close as possible to 1/3 of the Directors shall expire.

A Director may serve a maximum of three consecutive terms. Board of Directors shall act as nominating committee for Directors. The Vice President shall present the nominees to the members at the March membership meeting. The consent of the nominees must be obtained before the name is placed in nomination.

Section 3.6 REMOVAL

In the case where a Director causes direct harm to FOL, that Director may be removed at a meeting called for that purpose by a vote of a majority of the members entitled to vote at an election of Directors.

Section 3.7 VACANCIES

A vacancy on the Board of Directors shall exist upon the death or resignation of a Director or upon removal of any Director. The Board of Directors, acting at any meeting, may fill a vacancy on the Board of Directors for the unexpired portion of the term. Vacancies on the Board of Directors and newly created Board positions will be filled by a majority vote of the Directors.

Section 3.8 QUORUM AND ACTION

A quorum at a Board meeting shall be a majority of the number of Directors in office immediately before the meeting begins. If a quorum is not present at a meeting, the Directors present may adjourn the meeting without further notice. If a quorum is present, action is taken by a majority vote of Directors present.

Section 3.9 ANNUAL MEETINGS

The Board of Directors meeting in June of each year shall be designated the annual Board of Directors meeting. At the annual meeting, the Board of Directors shall appoint officers.

Section 3.10 REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held at such times as the Board of Directors may determine. The Secretary shall mail or otherwise deliver a copy of such meeting information to any Director who was not present when it was adopted but no further notice of such regular meetings need be given. (See Policy document.)

Section 3.11 SPECIAL MEETINGS

Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Special meetings of the Board may be called by any of the officers or at the request of at least twenty percent of the Directors then in office. Notice of such meetings, describing the date, time, place and purpose of the meeting, shall be delivered to each Director personally or by telephone, email, fax or by mail not less than three days prior to the special meeting.

Section 3.12 ALTERNATE MEETING VENUE

Any meeting of the Board of Directors may be conducted through use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. Board may hold electronic meetings, including email votes, in accordance with current state law. (ORS 65.212)

Section 3.13. ACTION BY CONSENT

Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a Board meeting, may be taken without meeting if a consent in writing, setting forth the action to be taken or so taken, shall be approved in writing by all the Directors.

Section 3.14. NO SALARY

Directors shall not receive salaries for their Board services but may be reimbursed for expenses related to Board service provided that appropriate proof of expenditure is submitted.

Section 3.15 PROXY VOTING. There shall be no voting by proxy by Board members. (ORS 65.351)

Article IV: OFFICERS

Section 4.1 TITLES

The officers of this Organization shall be the President, Vice President, Secretary and Treasurer.

Section 4.2 ELECTION

The Board of Directors shall elect the President, Vice President, Secretary and Treasurer to serve one-year terms at the June Board meeting. An officer may be serve a maximum of three terms.

Section 4.3 VACANCY

A vacancy in any office shall be filled by the Board of Directors for the unexpired portion of the term. A vacancy in the office of President or Secretary shall be filled not later than the first regular meeting of the Board of Directors following the vacancy.

Section 4.4 OTHER OFFICERS

The Board of Directors may elect or appoint other officers and 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 4.5 PRESIDENT

The President shall be the principal officer of the Organization and, subject to the control of the Board of Directors, shall perform all duties customary to that office and shall supervise and control all of the affairs of the Organization in accordance with the purposes of the Organization and the policies approved by the Board. For specific duties, see Policy document.

Section 4.6 VICE PRESIDENT

The Vice President shall perform the duties of the President in the absence of the President. For specific duties, see Policy document.

Section 4.7 TREASURER

The Treasurer shall be responsible for the financial affairs of the Organization and all organization funds. The Treasurer shall perform or cause to be performed the customary duties pertaining to the office of the Treasurer. For specific duties, see Policy document.

Section 4.8 SECRETARY

The Secretary shall have the overall responsibility for all record-keeping. For specific duties, see Policy document

Article V: AUDIT

See Policy document.

Article VI: COMMITTEES

The Board of Directors may establish such committees as it deems necessary and desirable. Such committees may exercise functions of the Board of Directors or may be advisory committees (non-Board committees).

Quorum and action: A quorum at a committee meeting shall be a majority of all the committee members immediately before the meeting begins. If a quorum is present, action is taken by a majority vote.

Limitations on powers of committees: No committee may: authorize payment of a dividend or any part of the income or profit of the Organization to its Directors or officers; approve dissolution, merger or the sale, pledge or transfer of all or substantially all of the Organization's assets; elect, appoint or move Directors or fill vacancies on the Board or

any of its committees; nor adopt, amend or repeal the Articles, Bylaws or any resolution of the Board of Directors.

Article VII: ORGANIZATION INDEMNITY

This Organization will indemnify to the fullest extent not prohibited by law any person who is made or threatened to be made a party to an action, suit or other proceeding by reason of the fact that person is or was a Director or officer of the Organization or a fiduciary. No amendment to this Article that limits the Organization's obligation to indemnify any person shall have any effect on such obligation for any act of omission that occurs prior to the later of the effective date of the amendment or the date notice of this amendment is given to the person. The Organization shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification – substantively, procedurally and otherwise.

Article VIII: AMENDMENTS

These Bylaws may be amended or repealed, and new Bylaws adopted, by the Board of Directors by a majority vote of the Directors currently in office, if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least weeks' notice of the date, time and place of the meeting at which the proposed amendment is to be considered, 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 amendment.

Article IX: TERMINATION

Should the organization terminate as a non-profit organization as described by the statutes of the State of Oregon, all Friends of the Klamath County Library assets shall become the property of the Klamath

County Library to be used in accordance with the purpose described in Article I.

Date Adopted: _____

President, Friends of the Klamath County Library.