Bylaws of The Friends of the North Plains Public Library

Article I. Name and Purpose

This association shall be known as “The Friends of the North Plains Public Library”, hereinafter referred to as *The Friends of NPPL*, and shall be located in the City of North Plains in Western Washington County, State of Oregon.

This corporation shall be organized and operated exclusively for literary and educational purposes to promote and provide support for North Plains Public Library (NPPL). Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under chapter 65 of the Oregon Revised Statues (or it’s corresponding future provisions) and 501(c)(3) of the Internal Revenue Code of 1954 (or it’s corresponding future provisions).

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, official or individual. The corporation shall not engage in propaganda or intervention in any political campaign on behalf of any candidate for public office. None of the activities of the corporation shall involve attempts to influence legislation.

Article II Membership

Section 2.01 Classes and Voting

There shall be one voting class of members of this corporation. Each member of *The Friends of NPPL* in good standing and 18 years or older shall be entitled to one vote on all matters that come before the membership at any general membership meeting, including election of the Board of Directors and amending the Articles of Incorporation and the Bylaws. In voting at a meeting of *The Friends of NPPL*, a simple majority of those entitled, voting members in attendance shall rule unless, otherwise provided by law or these Bylaws.

Section 2.02 Terms and Conditions of Membership

Membership in *The Friends of NPPL* shall be available to any person without regard to age, race, color, creed, national origin, gender, sexual orientation, religion, religious preference, disability, impairment or any other protected class or classes as recognized by the State of Oregon and/or the federal government.

Only members of good standing in *The Friends of NPPL* shall be eligible to participate in its business meetings. Members age 18 and older shall be eligible to serve in any of its elective or appointive positions. Any eligible person, family, or organization, may become a member in good standing of *The Friends of NPPL* by paying annual dues and by providing member name and address which expresses consent to be a member.

Any eligible volunteer of the library who has passed the background check, volunteer training and committed to the required number of hours to be a library volunteer may be offered membership in the Friends of NPPL without paying monetary dues.

Any person who makes a substantial monetary or material donation to the Friends of NPPL, as determined by the Board of Directors, may be offered membership in the Friends of NPPL without any additional monetary dues.

All types of membership, , are to be renewed annually, with dues as proposed and approved by the Board.

Persons may be admitted to membership at any time during the year. A new membership is in effect the month a member joins, with renewal to occur the following year in the month the member joined.

Section 2.03 Types of Membership

The Board of Directors shall establish membership categories and applicable dues. The specific membership categories, their descriptions,eligibility requirements, benefits, and associated dues amounts shall be set forth in the Membership Policy adopted by the Board of Directors.

A corporation or organization seeking membership shall designate one natural person as its representative. The membership shall be held by the orgnization, and the designated represetative shall exercise voting rights and eligibility for office on behalf of that organization.

Section 2.04 Termination of Membership

Membership may be terminated by the Board of Directors after giving the member at least 15 days written notice by first class mail or certified mail of the termination and the reasons for the termination, and an opportunity for 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.

Section 2.05 Annual Meeting

There shall be an annual meeting of the members during the last month of the fiscal year for the purpose of receiving and approving reports from the officers; for nominating and electing directors (when they are to be elected as herein provided); and for the transaction of such other business as may be presented by the officers or from the floor. The President should report on the activities and financial condition of the corporation at the annual meeting. The Board shall present nominees for each elective vacancy at the election. Nominations shall also be accepted from the floor provided both nominator and nominee are members.

Members will receive notice of the annual meeting as described in Section 2.07.

If, for any cause, the annual meeting shall not be held at the appointed time, it may be held at any time thereafter upon the call of the President, or two Directors or five percent (5%) of current members in good standing.

Section 2.06 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 (5%) of the current membership of the corporation by a demand, which is signed, dated and delivered to the corporation's Secretary. Such demand by the members shall describe the purpose for the meeting. Notice of a special meeting under this Section shall be provided consistent with Section 2.07. Such notice shall be sent within 30 days of a request for a special meeting as provided under this Section. If notice is not provided within 30 days of a request, a person signing the demand may set the time, place and date of the special meeting.

Section 2.07 Meeting Notification

Notice of all membership meetings shall be given to each member at the last address of record, by first class mail, electronic mail, bulletin, or newsletter at least 7 days before the meeting or by means other than first class mail at least 30 but not more than 60 days before the meeting. The notice shall include the date, time, place, and purposes of the meeting including any matter(s), which must be approved by the members. Further notice shall be given by posting the meeting information in the library for no less than ten days continuously and immediately prior to the day of the meeting. If a meeting is adjourned to a different date, additional notice is not required so long as the new date, time and place of the meeting is announced at the meeting before adjournment.

All meetings of *The Friends of NPPL* shall be held in Washington County.

Section 2.08 Quorum

Those votes represented at a meeting of members shall constitute a quorum. A simple majority of *The Friends of NPPL* members voting is the act of the members, and shall make any vote binding.

Section 2.09 Proxy Voting

There shall be no voting by proxy.

Article III. Board of Directors

Section 3.01 Duties

A Board of Directors shall manage the affairs of *The Friends of NPPL*.

Section 3.02 Number and Qualifications

The number of directors shall vary between five and eleven, as stated in the Articles of Incorporation. The Director for North Plains Public Library and Membership Secretary of *The Friends of NPPL* shall be ex-officio members of the Board.

The elective officers of this board shall be President, Vice-president, Secretary, and Treasurer. The same person may hold any two or more offices, except that the offices of President and Secretary shall not be combined. These elective officers, ex-officio members, and additional elected individuals from the general membership shall comprise the Board of Directors of the corporation.

Section 3.03 Term and Elections

The Board of Directors shall be elected as herein provided and shall hold their offices for one year each, except as stated in these Bylaws. Directors may be reelected to the board for additional term(s).

Members of the board shall be elected at the annual meeting by the membership at large and shall assume board responsibilities at the beginning of the fiscal year. The election shall be by ballot or otherwise as the voters present shall determine. At said election, five to nine directors shall be elected to serve a term of one year.

The board president shall appoint the three members to a Nominating Committee. At the annual meeting the Nominating Committee shall recommend a single slate of officers for the corporation and a list of additional director candidates. The board president shall appoint the three members of the nominating committee. Additional nominations may be made from the floor. If there is more than one candidate for the same office, election shall be by ballot and a majority vote shall elect.

Section 3.04 Removal

Any Director may be removed, with or without cause, at a meeting called for that purpose, by the vote of a majority of the members entitled to vote at an election of Directors. Resignations from the board shall be made in writing.

Section 3.05 Vacancies

The Board shall have the power to fill all vacancies in its own body occurring from resignations, removal, or death. Such appointments shall be for the length of the term vacated. In addition, the Board may provide for ex-officio members and appoint committees, as they deem advisable.

Section 3.06 Quorum and Action

A quorum at a board meeting shall be a majority of the number of Directors prescribed by the Board, or if no number is prescribed, by a majority of all Directors in office immediately before the meeting begins. If a quorum of Directors is present, action is taken by a majority vote of all members in attendance.

Where the law requires a majority vote of directors in office to establish committees that exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or for other matters, such action is taken by that majority as required by law.

Section 3.07 Regular Meetings

Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. No other notice of the date, time, place or purpose of these meetings is required.

Section 3.08 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, Notice of such meetings, describing the date, time, place and purpose of the meeting, shall be delivered to each Director personally or by telephone, by mail, or by confirmed electronic mail no less than two days prior to the special meeting.

Section 3.09 Meeting by Telecommunication

Any regular or special meeting of the Board of Directors may be held by telephone or telecommunications, as long as all Directors can hear each other. Director's votes may be polled by telephone or other electronic means.

Section 3.10 No Salary

Directors shall not receive salaries for their Board services, but may be reimbursed for expenses related to Board service.

Section 3.11 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 a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors.

Article IV. Officers

The Officers shall have the usual duties and authority exercised by officers of a nonprofit corporation.

Section 4.01 Titles

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

Section 4.02 President

The President shall preside at all meetings of *The Friends of NPPL* and Board of Directors, and preserve order therein; shall be responsible for authentication of the records of the corporation. He or she shall have the power to call special meetings of *The Friends of NPPL* and Board of Directors whenever he or she shall deem it expedient and shall call such special meetings as is hereinafter provided for.

Section 4.03 Vice President

In the absence of the President or in event of his or her inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon President.

Section 4.04 Secretary

It shall be the responsibility of the Secretary to: keep official recording of the minutes of all proceedings of *The Friends of NPPL* the Directors' and members' meetings and actions; provide for all notices of meetings of the Board of Directors and members; and perform other such duties as may be required by the Board.

Section 4.05 Treasurer

The Treasurer shall have overall responsibility for all corporate funds; maintain full and accurate accounts of all financial records of the corporation; provide for receipt and deposit of all monies and valuable effects donated and otherwise paid over to *The Friends of NPPL*. Oversee the disbursement of funds and resources when authorized by the Board of Directors; make periodic financial statements to the Board of Directors, at the annual meeting and at the request of the president; and perform other such duties as may be required by the Board.

Section 4.06 Membership Secretary

The Board of Directors shall appoint this position. It shall be the responsibility of the Membership Secretary to: maintain current and accurate membership lists; and perform other such duties as may be required by the Board.

Section 4.07 Term and Elections

The Officers shall be elected to the Board of Directors as herein provided and shall hold their offices for one year each, except as stated in these Bylaws. Officers may be reelected to office for a maximum of two consecutive terms. In the event that there are no new Officer candidates able to serve, Officers may be reelected for an additional term(s).

Officers shall be elected at the annual meeting by the membership at large and shall assume office at the first meeting of the fiscal year. The election shall be by ballot or otherwise as the voters present shall determine. At said election four officers shall be elected to serve a term of one year. The board of directors shall fill any vacancy occurring in the board officers from the existing membership. The replacement officer shall complete the remainder of the current term.

The board president shall appoint the three members to a Nominating Committee. At the annual meeting the Nominating Committee shall recommend a single slate of officers for the corporation. Additional nominations may be made from the floor. If there is more than one candidate for the same office, election shall be by ballot and a majority vote shall elect.

Section 4.08 Vacancy

A vacancy shall occur in the Officers of the Board when an officer misses three unexcused meetings in a row and a majority of the remaining Directors vote that the officer's seat on the Board be declared vacant.

Article V. Committees

Section 5.01 Executive committee

The elected officers (President, Vice-President, Treasurer and Secretary) and those additional directors appointed by the Board of Directors shall comprise the Executive Committee. All members of the Executive Committee must be on the Board of Directors. The Executive Committee shall have the power to make ongoing decisions between Board meetings and shall have the power to make financial and budgetary decisions**.**

Section 5.02 Standing Committees

The Board of Directors shall be empowered to create such standing committees and appoint members to serve on such committees as necessary to carry on the business of *The Friends of NPPL.*

Section 5.03 Special Committees.

The Board of Directors shall be empowered to create such special committees and appoint members to serve on such committees as necessary to carry on the business of *The Friends of NPPL*.

Section 5.04 Composition of Committees Exercising Board Functions

Any committee that exercises any function of the Board of Directors shall be composed of two or more Directors, elected by the Board of Directors by a majority vote of the number of Directors prescribed by the Board, or if no number is prescribed, a majority vote of all Directors in office at that time.

Section 5.05 Quorum and Action

A quorum at a Committee meeting exercising Board functions shall be a majority of all Committee members of office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Committee members present.

Section 5.06 Limitations on the Powers of Committees

No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its directors or officers; nor may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; nor may elect, appoint, or remove directors or fill vacancies of the board or on any of its committees; nor may adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

Section 5.07 Ex-officio Committee Member

The President of *The Friends of NPPL* shall be an ex-officio member of each of the Standing and Special Committees except such committees set up as Nominating Committees.

Article VI. Corporation Indemnity

This corporation will indemnify its members, officers, and directors to the fullest extent allowed by Oregon law.

Article VII. Amendments to Bylaws

Proposed amendments shall be presented in writing and be requested by two or more active members of the *Friends of the NPPL*. Both the Board of Directors and members must vote to amend or repeal these Bylaws, or to adopt new ones.

Section 7.01 Board of Directors

The Board of Directors must vote to amend or repeal these Bylaws, or to adopt new ones, by a majority vote of directors present, if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least two days 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.

Section 7.02 Members

The members must vote to amend or repeal these Bylaws, or to adopt new ones, by a majority vote of members voting, if a quorum is present. Prior to the adoption of the amendment, each member shall be given notice at the last address of record, by first class mail, electronic mail, bulletin, or newsletter at least 7 days before the meeting or by means other than first class mail at least 30 but not more than 60 days before the meeting. The notice shall include the date, time, place, 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.