

SOUTH TILLAMOOK COUNTY LIBRARY CLUB INC. AMENDED AND RESTATED BY-LAWS

March, 2007

I. ORGANIZATION. This is a public benefit corporation organized and operated exclusively for charitable, educational and, indirectly, for literary purposes as contemplated by Section 501(c)(3) of the Internal Revenue Code of 1986.

I.1. NAME. The name of this corporation shall be known as the South Tillamook County Library Club, Inc. (hereinafter "corporation").

I.2. PURPOSES. The tax-exempt purposes of this corporation are to:

- (A) Promote and support the South Tillamook County Branch Library, located in the Winkelman Library Building.
- (B) Encourage community support of the library.
- (C) Promote community support of funding for all library services.
- (D) Speak for library programs.
- (E) Publicize library services.

I.3. OBSERVANCE OF LAW. The corporation shall abide by all laws applicable to public benefit corporations at a local, state and federal level. Whenever changes to the Oregon Non-Profit Corporations Act or IRS Code conflict with provisions of these by-laws, these by-laws shall be considered effectively superseded by the current law.

I.4. DISSOLUTION AND DISTRIBUTION OF ASSETS. In the event the corporation must dissolve, after paying its debts and otherwise winding up its affairs, this corporation shall distribute its assets in accordance with the IRS Code provisions, or successor statutes, and other applicable law which specifies the qualifications of any receiving organization so that the tax exempt status of this corporation will not be jeopardized. (26 U.S.C. Sect. 501(c)(3)).

(A) Unless otherwise disqualified, corporate assets and funds remaining after dissolution shall be transferred to the Tillamook County Library Foundation. (B) If applicable law relating to tax exemption status will not allow the transfer of assets upon dissolution to a governmental unit, the assets shall be transferred to the Tillamook County Library Foundation, Inc., or other qualifying organization whose purposes are consistent with this corporation's purposes and area of geographical interest.

I.5. POWERS. This corporation may exercise all powers necessary and incidental to managing its affairs and accomplishing its charitable purposes, including the acquisition, management and disposition of property and employing persons in fund raising and other activities necessary to the purposes of the corporation.

I.6. LIMITATION OF LOBBYING ACTIVITIES. This corporation shall not, in any way, support or promote the support of a candidate for any public office. If it is consistent with current IRS

Code provisions, the membership may elect to expend funds to influence legislation relevant to corporate purposes in a manner that does not jeopardize its tax exempt status under 26 U.S.C. Sect. 501(c)(3).

I.7. AMENDMENTS TO ARTICLES AND BY-LAWS. Amendments to this corporation's articles of incorporation or by-laws requires approval of two-thirds of the membership present at the time of the vote. All proposed amendments shall be presented at the previous regular meeting. Amendments shall be described in the notice of the meeting at which the vote shall be taken, which requires a quorum to be present.

I.8. MAJORITY APPROVAL. Except where a different majority is required under these by-laws or articles, the vote of more than fifty (50) percent of persons present or represented at a meeting where a quorum is present shall constitute an official act of the corporation. The presiding officer may vote to break a tie vote.

II. MEMBERSHIP.

II.1. ELIGIBILITY. Any person who is interested in the purposes of this corporation may become a member by payment of annual dues.

II.2. DUES. The Board of Directors may, from time to time, set an annual rate for membership dues that shall be approved by a majority of the membership and due in January. Dues paid after January will not be pro-rated. A member who has paid all dues owed and outstanding is in good standing.

II.3. MEETINGS AND NOTICE. Notice of all meetings shall be reasonable and fair to the membership. (a) **Annual.** There shall be one annual meeting in December at which all officers and board members are elected. This meeting shall replace the regular meeting for the month of December. The time and location of the meeting shall be decided by the members of the Board and announced at the preceding regular meeting in September and posted no later than two weeks prior to the day of the meeting. (b) **Regular.** Regular meetings of the membership shall be held quarterly at a regular day, time and location set by the Board of Directors or the membership. Each meeting day, time and location shall be announced at the preceding regular meeting and posted no later than five (5) days prior to the day scheduled for the meeting, at the library and other regular posting locations. Important matters requiring membership approval; i.e., amendments to by-laws, shall be described in the notice of the meeting at which the vote is scheduled. (c) **Special.** Special meetings may be called by the president who presides on the Board of Directors. Notice shall describe the purpose(s) for calling the meeting and shall be posted no later than seven (7) days before the meeting. (d) **Policy of Open Meetings.** Notice of all meetings of the membership, Board of Directors or any sub-committees shall be reasonably calculated to give notice to inform members who may be interested in attending a meeting of any group of corporation members. (e) **Demands.** A special meeting may be called by delivering a written, dated demand signed by twelve (12) active members or other number as provided by law to the corporation secretary. If no action is taken within thirty (30) days of the demand, the signers may set a time for the special meeting.

(f) **Effect of Failure to Comply with Notice.** Unless otherwise stated in these by-laws or in governing law, a good faith effort to give notice that fails to comply with these notice requirements may not automatically, or by itself, invalidate actions taken at that meeting.

II.4. ENTITLEMENT TO VOTE. Any member who is in good standing (has paid his/her dues) is entitled to vote at any meeting where the member is present either in person or by representation. Attendance may be in person or by proxy or voting agreement.

II.5. QUORUM. A quorum of the membership shall consist of at least five (5) officers/directors and those members in good standing who are in attendance. A majority of committee members shall constitute a quorum for committee meetings.

II.6. VOTING WHEN NOT PRESENT. A member may vote at a meeting as an active member by use of a proxy or voting agreement. A member may not vote by writing for more than six (6) consecutive meetings. (a) **Proxy.** A proxy shall be in writing, signed, dated and filed with the corporation secretary prior to any vote in which it shall be counted. A proxy may name a representative or state how the member wishes to cast a vote. A proxy expires upon final adjournment of a meeting. Members can revoke proxies by attending the meeting or filing a written revocation with the corporation secretary. (b) **Voting Agreement.** Members may enter into voting agreements valid for periods up to six (6) months by filing a written, signed and dated agreement with the corporation secretary.

II.7. VOTES PER MEMBERSHIP. Each membership shall count for one vote.

II.8. MEMBERSHIP LIST. The corporation treasurer shall keep an alphabetical record of all memberships, including address and phone information, A duplicate of the list shall be given to the secretary to place with the minutes.

II.9. LIABILITY. Under usual circumstances, the corporation's assets may be used to pay money damages assessed against it for wrongful or negligent corporate acts. When the liability was incurred by the unauthorized acts of a member, that member may be found personally liable even though the act related to corporate affairs. However, no member shall be held liable for money damages on the basis of membership status alone.

III. CORPORATION OFFICERS. The corporation members shall elect a president, vice-president, secretary and treasurer each year at the annual meeting.

III.1. DUTIES. (a) **President.** The president shall preside at all regular and annual meetings of the corporation and shall perform all other usual or customary duties of office. (b) **Vice-President.** The vice-president shall act as an aide to the president and shall perform the duties of president in the president's absence. (c) **Secretary.** The secretary shall keep a correct record of all meetings and present these minutes at the regular and annual meetings for membership approval, and shall maintain corporation correspondence. (d) **Treasurer.** The treasurer shall collect all monies, keep financial records, pay bills, handle the corporation's

financial matters, and shall keep alphabetical records of the active and inactive membership and report to the corporation at regular and annual meetings.

IV. BOARD OF DIRECTORS. The directors serving on the Board are the corporation officers. The board shall consist of the four elected officers, the immediate past president and four members elected at large at the annual meeting. Chairpersons of standing committees, as Appointed by the president, with approval of the board, shall also serve on the board. There shall be no less than five directors on the board at any time.

The four Members-at-large shall be elected to three-year terms. (However, at the December 1998, election, one shall be elected to a one-year term; one to a two-year term; two will be elected to three-year terms.)

IV.1. STANDING COMMITTEES. The standing committees shall be: Building and Grounds; Endowment Committee; Publicity Committee; and Library Thrift Shop Liaison Committee.

IV.2. POWERS. (a) **Policy and Management.** Policies and objectives of the corporation are determined by the membership and executed by the Board. The Board of Directors shall manage and conduct the affairs and assets of the corporation in accordance with corporate policies and objectives. (b) **Approval and Ratification of Board Actions.** If there is any reasonable doubt whether any Board action would be approved by the membership, the Board shall, if at all possible, present its proposed action to the membership for prior approval.

IV.3. STANDARDS OF CONDUCT. In conducting the corporation's affairs, the directors shall act with prudence, loyalty, honesty, fairness and shall observe other standards for directors set forth in law. In transactions involving personal benefit, either directly or indirectly, to a director, that director shall have a duty to fully disclose the nature of the interest to the Board or the membership.

IV.4. QUORUM. A quorum of the Board of Directors shall consist of seven (7) directors. However, when the maximum number of available director seats are not currently filled, two-thirds of the number of directors serving immediately preceding the meeting shall constitute a quorum.

IV.5. NOTICE AND MEETINGS OF THE BOARD. (a) **Special.** Special meetings of the Board require at least two (2) day's prior notice to each director. Whenever practicable, the Board shall post notice of special meetings at the library and any other usual posting locations at least seven (7) days prior to the scheduled meeting. (b) **Open Meetings.** The Board, its sub-committees and standing committees shall observe an open-meeting policy. Notice of all meetings shall be reasonably calculated to inform members who may be interested in attending a meeting of any group of corporation members. (c) **Calling.** The president, presiding officer or three (3) directors may call a special Board meeting.

IV.6. DELEGATION OF POWERS. The Board may delegate certain management powers to sub-committees consisting of at least two (2) individual directors. However, these committees

cannot authorize distributions, recommend disposition of substantially all of the corporation's assets, act with respect to vacancies on the Board, act with respect to the corporation's articles or by-laws.

IV.7. VACANCIES. The Board may fill vacancies on the Board that occur after the annual election by appointment of a member to serve the remainder of the term.

IV.8. REMOVAL. A director may be removed with cause at a regular meeting by vote of the membership. The director must be afforded an opportunity to respond in a meaningful manner to allegations of misconduct. Notice of the action shall be fair and reasonable under the circumstances.

IV.9. INSTALLATION. Directors, including officers and members-at-large, are installed at the annual meeting of the membership. A director continues to serve until his/her replacement is installed.

IV.10. RESIGNATION. A director must tender written resignation to the Board or an officer.

IV.11. EMERGENCIES. Emergency procedures may be adopted by the Board with respect to a quorum for a special or regular meeting or the calling of a meeting. An emergency exists when a quorum of directors cannot be achieved due to a present or imminent catastrophic event.

V. ELECTION PROCEDURES. Officers shall be elected at the annual meeting in December for one-year terms; Board Members-at-large shall be elected to three-year terms.

V.1. NOMINATING COMMITTEE. The Board shall appoint at least three (3) members to a nominating committee and inform the membership of their identities at the December annual membership meeting.

V.2. CONSENT. No member may be nominated or elected to office without his/her consent.

V.3. SLATE OF NOMINEES. The nominating committee shall present a slate of candidates at the *annual* meeting of the membership. Further nominations may be made from the floor.

V.4. BALLOT. Election of officers and members-at-large shall be by ballot at the annual meeting in December.

VI. FISCAL PROVISIONS.

VI.1. FISCAL YEAR. This corporation's fiscal year shall end on December 31st.

VI.2. AUDIT. The corporate accounts shall be audited from time to time as directed by the Board of Directors.

VI.3. DISTRIBUTIONS. No distributions of property or funds shall be approved by the membership or Board unless they further the lawful purposes of the corporation or are necessary or incidental to managing the corporate affairs.

As per Article I.7, these Amended and Restated By-laws were approved by a two-thirds vote of a quorum, of the voting members of the South Tillamook County Library Club, Inc., on the 10th day of March, 2007.

Jeanette Hagerty, President

Shirley Brown, Secretary

Record of votes: Aye_____ Nay_____ :