

BYLAWS

OF

FRIENDS OF THE FERN RIDGE
COMMUNITY LIBRARY



Adopted: _____
(date)

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NOTE: The Oregon Nonprofit Corporation Act (ORS Chapter 65) both establishes and limits the powers and procedures available to nonprofit corporations. Where any questions arise about the meaning of these bylaws, or where these bylaws are silent on an issue, the Oregon Nonprofit Corporation Act should be consulted. If you would like assistance in updating, amending or interpreting these bylaws, contact Center for Nonprofit Law.

BYLAWS
OF
FRIENDS OF THE FERN RIDGE COMMUNITY LIBRARY

ARTICLE I. PURPOSE

Section 1. Purpose. The purposes of Friends of the Fern Ridge Community Library are exclusively those allowed for organizations defined under §501(c)(3) of the Internal Revenue Code. Within these limits, the purposes of Friends of the Fern Ridge Community Library include the following:

To maintain an association of persons interested in books and libraries;

To focus public attention on library services, facilities, and needs;

To strengthen and expand library services; and

To stimulate the use of library facilities as a resource center for the community.

ARTICLE II. NONVOTING MEMBERS

Section 1. Nonvoting Members. Friends of the Fern Ridge Community Library may have nonvoting members at the discretion of the Board of Directors.

Section 2. Rights and Obligations of Nonvoting Members. The Board of Directors may by resolution establish categories of nonvoting membership and determine any obligations and privileges of members in those categories. The nonvoting members will not have the power to vote on the election of Directors or members, or to participate in a binding vote on any corporate matters.

ARTICLE III. VOTING MEMBERS

Section 1. Powers and Purpose of Voting Members. Voting members have the power to elect and also to remove the members of the Board of Directors of the corporation, to elect and remove voting members, to vote on any amendments to the Bylaws or Articles that relate to the number of Directors, the composition of the Board, the term of office of Directors, the method or way in which the Directors are elected or selected, or the qualifications of voting members, and to vote on any other matters properly put before them for an advisory vote by the Board of Directors. The voting members do not have the power to make binding or enforceable decisions on matters reserved for the Board

of Directors, including adopting budgets, authorizing expenditures, setting policies, or determining the organization's programs and activities.

Section 2. Records of Members. The Secretary shall ensure that the organization maintains a current, formal, alphabetical record of the names, addresses and status of voting members and nonvoting members.

Section 3. Dues. Annual dues, if any, will be set by the Board of Directors.

Section 4. Selection of Voting Members. Requests for voting membership shall be automatically approved following a determination that the applicant has paid any required dues and satisfies any other qualifications required for membership. This determination can be made by the Board of Directors or by a committee delegated this task by the Board of Directors. The application for voting membership and any amendments thereto shall be approved by the voting members. If at any time there are no voting members, then the Board of Directors may appoint new voting members.

Section 5. Qualifications of Voting Members. Clarifications of the criteria for the qualification or selection of voting members, including representation of certain constituencies or required participation in the activities of Friends of the Fern Ridge Community Library, may be set by a resolution of the Board of Directors so long as they do not contradict the provisions of these bylaws.

Section 6. Suspension or Removal of Voting Members. A voting member may be suspended or removed by the voting members for serious misconduct which adversely affects the interests or reputation of the corporation.

Before the voting members can suspend or remove a voting member there must be not less than fifteen days prior written notice of the suspension or expulsion to the member, giving the reasons therefore. Further, there must be an opportunity for the member to be heard, orally or in writing, not less than five days before the effective date of the suspension or removal by the voting members, or by a person or persons authorized to decide that the suspension or removal not take place.

Section 7. Resignation of Voting Members. Any voting member may resign at any time by sending or delivering a written resignation to the Secretary of the Corporation.

Section 8. Quorum for Voting Membership Meetings. A quorum will consist of the presence, participation by conference call, or voting by mail, where that is allowed, of at least twenty percent of the voting members.

Section 9. Decision-Making by Voting Members. The affirmative vote of at least a majority of the voting members present at or participating by phone, mail or email in a

properly called meeting, for which a quorum has been achieved, is necessary and sufficient to make decisions or pass resolutions by the voting members, unless a greater proportion is required by law, the Articles or bylaws. An abstention counts as part of the total number of votes cast, and does not reduce the number of affirmative votes required to pass a motion. All decisions require a clearly stated motion, a second, and a vote. All motions which are successfully adopted must be recorded in the written minutes.

Section 10. Proxy Voting. Proxy voting will not be allowed at any meeting of the voting members or as part of reaching any decision by the voting members.

Section 11. Participation in Meetings Remotely and Voting By Mail or Email.

A. Members who are not physically present for a membership meeting may participate in, be deemed present in person at and vote at the membership meeting if the board of Directors authorizes participation by remote communication. Participation by remote communication is subject to guidelines and procedures that the board adopts. Before a board of Directors may authorize members to participate in a membership meeting by remote communication, the corporation shall implement measures to:

(1) Verify that a person that is participating in the membership meeting by remote communication is a member; and (2) Ensure that a member may participate by remote communication in an effective manner.

The corporation shall maintain a record of the vote or other action of a member that participates in a membership meeting by remote communication.

B. A notice of a membership meeting at which the board authorizes participation by remote communication shall state that the board authorizes participation by remote communication and shall describe how a member may notify the corporation that the member intends to participate in the membership meeting by remote communication.

C. Voting by Mail or E-mail may be authorized by the Board or by the voting members. Unless prohibited or limited by the Articles or Bylaws, any action which may be taken at any annual, regular or special meeting of the voting members may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter, by mail, fax, or e-mail, as directed by the individual member. The written ballot will: a) set forth each nominee or proposed action; and b) provide an opportunity to vote for each vacant Officer/ Board of Directors position, vote for each sub-committee chair position, and for or against each proposed action. Approval by written ballot will be valid only when the number of votes cast by ballot equals or exceeds any quorum required to be present at a meeting authorizing the action. The vote is limited to the subject specified on the ballot.

Section 12. Annual Voting Membership Meeting. There must be an annual meeting of

the voting members which will be held to elect members to the Board of Directors. It will be held during the fourth quarter of the calendar year at a time and location determined by resolution of the Board of Directors, if the voting members do not do so, unless the meeting is set for a different period of the year.

Written notice of the annual meeting must be sent by first class mail, fax, or email, as directed by the individual member, to all voting members entitled to receive notice, at the address, email, or fax number provided by the member or as it appears in the corporate records, at least fifteen days in advance of the meeting.

At the annual meeting voting members will hear and consider reports from the Board of Directors, Officers and staff concerning the activities, management and budget of the corporation. Voting members will then elect the members of the Board of Directors, and also vote on any other matters for which proper notice was given. Voting will be by secret ballot if any person so requests. Members may be given the option to vote by mail, fax, or email rather than in person. The failure to hold an annual meeting does not affect the validity of any corporate action.

Section 13. Other Voting Membership Meetings.

A. Regular Meetings. The corporation may hold a series of regular meetings of the voting members at times and locations set by the Board of Directors or Officers. A single notice sent by first class mail, email, or fax, as directed by the individual voting member, at least seven days in advance of the beginning of the series of regular meetings will be sufficient and no further notice is required so long as the meeting dates and times which were announced do not change.

B. Special Meetings. Special meetings of the voting members may be called by the President, by the Board of Directors or by a quorum of the voting members. Notice for a special meeting must be mailed by first class mail, email, or fax, as directed by the individual voting member, at least seven days in advance of the meeting and must specify the purpose(s) for which the meeting is called. Only the business for which a special meeting is called may be considered at the meeting.

Section 14. Content of Notice. The notice must contain the date, time, location and when required, the purpose of the meeting. Notices of special meetings always require a statement of the purpose(s) for which the meeting is called. If amendments to the bylaws or the Articles of Incorporation will be considered, the notice must state this fact and either the exact wording or a summary of the amendments to be considered must be included with the notice.

Section 15. Waiver of Notice. Any voting member may waive the right to receive full advance notice of any meeting. Waivers of notice will be in writing, signed by the person entitled to notice, and will be given to the Secretary to be placed in the corporate

records. Waivers may be signed before or after the meeting has taken place. The attendance of a voting member at any meeting without specific objection to improper notice will constitute a waiver of the full notice of that meeting.

Section 16. Record Date. The record date for determining the members entitled to receive notice of a meeting will be the day before the day on which the notice is mailed. The record date to determine the members entitled to vote at a member's meeting will be 30 days before the date of the meeting.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Duties of the Board. The Board of Directors shall establish the corporation's policies and review and change them as necessary, oversee its programs, appoint or employ and supervise its staff director, authorize its expenditures, oversee its financial affairs, and ensure the proper management and use of its assets and property. The Board of Directors must also ensure that the corporation properly employs the necessary corporate formalities to make its decisions, that it prepares and submits all required state and federal reports, and that it operates in compliance with relevant state and federal laws. Board members must diligently prepare for, attend, and participate in the meetings of the Board of Directors and any Board committees as needed, in order to carry out these tasks. The Board of Directors must meet at least four times per year, and shall strive to do this by meeting at least once each quarter of the year. The role of the Board of Directors does not include direct management or conduct of the daily operations of the organization.

Section 2. Qualifications of Directors. Nominees for positions on the Board of Directors must have demonstrated a commitment to the mission and purposes of Friends of the Fern Ridge Community Library, and must have expertise in areas relevant to the needs of the organization. Except for the Appointed Director positions set forth below, all Directors must be voting members.

Section 3. Number of Directors and Composition of the Board. The Board of Directors shall consist of no fewer than five and no more than ten Directors elected by the voting members. Additionally, the Board shall include the following Appointed Directors:

- a) A person simultaneously serving on the Board of Directors of the Fern Ridge Community Library selected and appointed by the Board of Directors of the Fern Ridge Community Library; and
- b) A person simultaneously employed by the Fern Ridge Community Library selected and appointed by the Executive Director of the Fern Ridge Community Library.

The voting members may create new positions on the Board of Directors by passing a resolution increasing the size of the Board, and then may elect new Directors at that same meeting or at a later time to fill the newly created positions. Directors appointed in this manner shall serve until the next regularly scheduled annual membership meeting.

Section 4. Terms of Directors. Directors will serve one-year terms. However, unless they formally resign or are removed from office, Directors will remain in office until their successors are properly elected, designated, or appointed. There is no limit to the number of terms, successive or otherwise, a Director may serve.

Section 5. Selection of Elected Directors.

A. Nominations. The initial elected members of the Board of Directors shall be appointed by the Incorporator. Initial Directors shall serve only until the next annual election of Directors, when initial Directors may be re-elected and any new Directors will be elected by the then current voting members at an annual meeting of the voting members held for that purpose. Nominations for new Board members may be made by the Board of Directors, by individual Board members, by voting members, or by nonvoting members.

B. Election Process. Each voting member will have the right to vote only for as many persons as there are director positions open on the Board of Directors at the time of the election. The vote must be by a secret ballot if any person so requests.

C. Election Policy and Procedures. The Board of Directors may prepare and adopt by resolution, a formal written policy regarding the details of the Board election process, including requirements for the announcement of elections and the solicitations of nominations, the role of a nominating committee, and the schedule and procedures that must be used to hold elections.

D. Annual Meeting. The election of Directors will take place at the annual meeting of the voting members, which will be held during the fourth quarter of the calendar year at an exact time and place set by the Board of Directors, unless the Board or the voting members decide by resolution to set it at a different time of the year.

Section 6. Removal of Directors.

A. Elected Directors With or Without Cause. Elected Directors may be removed with or without cause by resolution of the voting members.

B. Appointed Directors With or Without Cause. Appointed Directors may be removed with or without cause by the appointing authority upon written notice to the Corporation of the appointing authority's intent to so remove an Appointed Director.

C. Any Director With Cause. Any Director may be removed for the causes stated in these bylaws by a two-thirds majority vote by all of the members of the Board of Directors currently in office, excluding the Director to be removed. A Director may be removed for the following causes: (1) failure to attend three or more consecutive Board meetings; (2) failing to fulfill the duties required of Directors; (3) or intentional acts or omissions that a prudent person could reasonably have foreseen would seriously damage the reputation or interests of the corporation.

D. Removal Meeting Notice. Proper notice must be given in advance in accordance with the meeting notice rules for the voting members or Board of Directors, whichever is appropriate, stating that the removal of a Director is to be considered at the meeting.

Section 7. Resignation of Directors. A Director may resign at any time. The resignation of a Director must be in writing and be delivered to the Board of Directors, its presiding Officer, the President, or the Secretary. Once delivered, a notice of resignation is irrevocable.

Section 8. Filling Vacancies. The Board of Directors may, by a majority vote, elect new Directors to fill any vacancies on the Board of Directors. Notwithstanding the foregoing, any Appointed Director vacancy shall be filled by the appropriate appointing authority. A Director elected or appointed to fill a vacancy will serve the remainder of the term normally associated with that position.

Section 9. Conduct of Directors. Directors must discharge their duty of loyalty and their duty of diligence 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 corporation.

Section 10. Quorum. At all meetings of the Board of Directors, the presence or participation of a quorum, which is at least a majority of the number of Directors in office immediately before the meeting begins, is necessary to allow the transaction of corporate business or the making of corporate decisions.

Section 11. Decision-Making and Voting. All decisions require a clearly stated motion, a second, and a vote that must be recorded in the written minutes. Each member of the Board of Directors will have one vote. At the request of any Director, the names will be recorded in the minutes of each Director who voted for, voted against, or abstained on a particular motion.

The Directors must diligently and conscientiously attempt to make decisions by consensus and give careful consideration to minority views. When a consensus apparently cannot be achieved, any Director may request that a vote be taken. The

affirmative vote of at least a majority of all of the Directors participating in any properly called meeting at which a quorum is present, is necessary and sufficient to make a decision of the Board of Directors unless a greater proportion is required by law or by these bylaws. An abstention counts as part of the total number of votes cast and does not reduce the number of affirmative votes required to pass a motion.

Section 12. No Proxy Voting. No proxy voting is allowed at any meeting of the Board of Directors or as part of reaching any decision of the Board.

Section 13. Telephonic Meetings. Meetings may be held by telephone, video conferencing, internet-based communication or other method, so long as all participating Directors can simultaneously hear and speak with each other. A Director participating in such a meeting is deemed present for purposes of a quorum.

Section 14. Decisions by Mail or Email. Any decision that the Board of Directors may make at a meeting may be made without a meeting if the decision is approved by the affirmative vote of all of the members of the Board. A clearly stated motion must be sent to all of the Directors on the Board by mail, fax or email, with clear instructions that this process requires one hundred percent (100%) of the Directors to vote "yes" for the motion to pass. If the motion is sent by email then each Director must send their vote by email in reply, in which case no signature is necessary. Motions are adopted and effective on the date that all Directors in office have responded with an affirmative "yes" vote. If any Director votes "no," abstains, or fails to vote, then the motion fails to pass. A printed record of each Director's vote must be kept in the corporate records.

Section 15. Meetings. The Board of Directors must meet at least four times per year and shall strive to do this by meeting at least once each quarter of the year. Robert's Rules of Order may be consulted for guidance but shall not be binding.

Section 16. Executive Session Meetings. The Board, by resolution, or the President, may at any time decide to go into an Executive Session meeting. Executive Session shall be used when the Board of Directors deems it is necessary to protect the confidentiality of the matters that will be considered there. Executive Session meetings may be attended only by members of the Board of Directors, and any guests the Board invites to join the meeting, which may include the Executive Director, other staff, or any other person the Board wishes to invite. A Director may only be excluded from any portion of Executive Session meetings in which matters will be considered that present a conflict of interest for that Director. Minutes shall be properly recorded but shall only be read or approved at a subsequent Executive Session if there is a need to continue to ensure the confidentiality of the matters contained in the minutes. The Secretary shall take care to record in the minutes only the motions passed and information essential to comply with the law, in order to protect the confidential nature of Executive Sessions.

Section 17. Notice of Meetings. Notice must be given to every member of the Board of every meeting of the Board of Directors, stating the date, time, and location of the meeting, and the purpose of the meeting if required by law or these bylaws. The notice must be given not less than forty-eight hours in advance of the meeting if delivered by telephone conversation or in person, and not less than seven days in advance if delivered by first class mail, email, or fax to an address provided by the individual Director.

Regular meetings: After the initial notice is given of the schedule for a series of regular meetings, which will occur at a fixed time and place, no further separate notice is required for each of those regular meetings. Notice must state the time, date, and location of the meeting. The Board of Directors may by resolution establish or change the dates of regularly scheduled meetings, with proper notice given to all Directors.

Section 18. Waiver of Notice. Any Director may waive the right to receive full advance notice of any meeting. Waivers of notice must be in writing, signed by the person entitled to notice, and must be given to the Secretary to be placed in the corporate records. Waivers may be signed before or after the meeting has taken place. The attendance of a Director at any meeting without specific objection to the notice constitutes a waiver of the full notice of that meeting.

Section 19. Authority of Directors. The President shall be an official spokesperson for the organization and may represent the organization and its positions whenever appropriate. No member of the Board of Directors other than the President may officially represent the positions of the organization or speak or make agreements on behalf of the organization without specific approval by the Board of Directors to do so.

ARTICLE V. OFFICERS AND STAFF

Section 1. Officers. The Officers of Friends of the Fern Ridge Community Library must carry out the policies and decisions of the Board of Directors as directed by the Board. The Officers must include a president, vice president, secretary, and treasurer. The Board of Directors may also elect a chairperson, and other Officers as desired. The same person may not hold any combination of the offices of President, Secretary, or Treasurer at the same time, but the same person may hold any other two or more offices. Officers must simultaneously serve as members of the Board of Directors, and Appointed Directors may not serve as Officers.

Section 2. Election and Term of Office. The Officers of Friends of the Fern Ridge Community Library will be elected by the voting members at the annual meeting of the voting members. Officers will serve one-year terms. However, unless they formally resign or are removed from office, Officers will remain in office until their successors are properly elected, designated or appointed. There is no limit to the number of terms,

successive or otherwise, an Officer may serve.

Section 3. Removal. Officers may be removed with or without cause by resolution of the voting members. Additionally, Officers may be removed for cause by a majority vote of the Board of Directors. The person being considered for removal has no vote in the process of removal. A Officer may be removed for the following causes: (1) failure to attend three or more consecutive Board meetings; (2) failing to fulfill the duties required of the Officer position they hold; (3) or intentional acts or omissions that a prudent person could reasonably have foreseen would seriously damage the reputation or interests of the corporation. Proper notice must be given in advance in accordance with the meeting notice rules for the voting members or Board of Directors, whichever is appropriate, stating that the removal of an Officer is to be considered at the meeting. Removing an individual as an Officer shall not effect the person's position on the Board of Directors unless the voting members or Board of Directors, whichever is appropriate, simultaneously votes to so remove the person as a director.

Section 4. Vacancies. If any office of the corporation becomes vacant by death, resignation, retirement, removal, disqualification, or any other cause, the President may appoint any eligible individual to fill such a vacancy. The appointed Officer will hold office for the remaining portion of the term of that office.

Section 5. President. The President is the principal officer of the corporation and will, in general, supervise or oversee the supervision of all of the affairs of the corporation. The President generally will preside at all meetings of the Board of Directors, unless the Board selects another person to preside. The President will also perform other duties as may be assigned by the Board of Directors. The President may serve as an ex-officio member of any committee.

Section 6. Vice-President. In the absence of the President or in the event of the President's inability to act, the Vice President will perform the duties of the President. The Vice President, when acting as President, will have all the powers of and is subject to all the restrictions on the President. The Vice President will also perform other duties assigned by the Board of Directors. More than one Vice President position may be created and duties clarified, in an ordinary resolution of the Board of Directors.

Section 7. Secretary. The Secretary will perform or oversee the performance of the following duties: a) record and keep the minutes of the meetings of the members and of the Board of Directors and of any Board committees, in one or more books provided for that purpose; b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; c) be custodian of the corporate records; d) keep a register of the mailing address of each voting member as provided by such member; e) ensure that all required state and federal reports are prepared and filed in a timely fashion; and f) perform or oversee all duties incident to the office of Secretary and such

other duties as from time to time may be assigned by the President or by the Board of Directors. The Secretary may delegate some or all of these tasks but remains responsible for their proper completion.

Section 8. Treasurer. The Treasurer will perform or oversee the performance of the following duties: a) be responsible for the proper management and control of all funds of the corporation; b) prepare full and accurate financial records on a timely basis of all the income, expenses and assets of the corporation; c) present reports on the financial affairs of the corporation at least once each quarter at a meeting of the Board of Directors; and d) provide financial information necessary to prepare and file the required reports to state and federal government agencies, showing the income, disbursements, and assets of the corporation. The Treasurer may delegate some or all of these tasks but remains responsible for their proper completion.

Section 9. Chair. The Board of Directors may elect a Chair and determine his or her duties.

Section 10. Executive Director and Staff. The Board of Directors may appoint or employ an Executive Director or other staff, whether paid or unpaid, to perform and conduct the programs and activities of the organization. The Board of Directors shall evaluate the performance of the Executive Director on an annual basis. Unless the Board of Directors determines otherwise, the Executive Director will have the power, subject to the approval of the Board of Directors, to hire staff, establish staff duties and performance standards, evaluate the performance of staff, and when necessary terminate the employment of staff of the corporation. The Executive Director shall receive notice of all meetings of the Board of Directors and Executive Committee meetings, and shall ordinarily attend all Board meetings, except when the Board goes into Executive Session to meet without the Executive Director present.

ARTICLE VI. COMMITTEES

Section 1. Establishment. The Board may establish any committee, including standing committees or temporary committees, by a resolution of the Board. Such resolutions must name the committee and the purpose of the committee. The establishment of an Executive Committee must be done in accordance with the procedures stated below.

Section 2. Executive Committee.

A. The Board shall establish an Executive Committee of the Board to make decisions as deemed necessary between meetings of the full Board, and may delegate to the Executive Committee the power of the Board to authorize expenditures and amendments to budgets, set policies, and authorize programs or activities. The Executive Committee shall be established only by the affirmative vote of at least a

majority of all Directors then in office. The Executive Committees must consist of two or more Directors who are simultaneously full members of the Board of Directors, and it shall not have any members who are not simultaneously members of the Board of Directors. The members of the Executive Committee shall be the Officers. The Board may place substantive restrictions or limits on the powers of the Executive Committee and may also require certain procedures for the Executive Committees to follow. The Executive Committee must make reasonable efforts to communicate with the full Board in advance regarding the issues and decisions that will be considered or voted on at Executive Committee meetings.

B. The Executive Committee must comply with the provisions of the bylaws concerning the meetings and decision of the full Board of Directors, including the requirements for notice, quorum, voting and decision-making, the preparation and subsequent adoption of minutes of Executive Committee meetings, and the permanent storage of those minutes. All Executive Committee decisions must be recorded in official minutes, which must be provided to the full Board. Unless the Board of Directors decides otherwise by the majority vote of all of the Directors in office, the Executive Committee will consist of the President, Secretary, and Treasurer, as well as the Vice President if there is one, so long as those Officers are simultaneously serving as members of the Board of Directors.

Section 3. Other Committees.

A. The Board may establish any other committees it deems appropriate, including a nominating committee, financial oversight committee, budget committee, personnel committee, and any number of working committees and advisory committees. These are all “non-Board committees” which do not have the power to make Board level decisions, authorize expenditures, adopt budgets, set policy, or establish programs. Such committees shall be established by a resolution adopted by the Directors present at a properly called meeting. Any person may be a member of such a committee, whether or not that person is a member of the Board of Directors.

B. Financial Oversight Committee. As soon as reasonably possible the Board shall establish a committee responsible for financial oversight of the organization’s income and expenses, which shall be named the Finance and Audit Committee or the Financial Oversight Committee. The committee must consist of two or more persons, including at least one person with some financial experience or experience with bookkeeping, who is not the organization’s check signer or bookkeeper. The committee shall be responsible for overseeing the organization’s financial transactions and the implementation of the organization’s financial policies. As part of its mission, the committee shall review on a monthly basis, or oversee a monthly review of, the organization’s expenditures, financial transactions, bank statements, returned checks, and credit card statements. The committee shall report any questions or concerns about the organization’s finances to the Board. The committee shall also make the necessary

arrangements for and oversee the organization's annual audit or annual financial review, which is described in these bylaws.

C. Nominating Committee. A nominating Committee of at least two members shall be formed a minimum of one month prior to the annual meeting for the purpose of preparing a slate of candidates for presentation at that meeting.

Section 4. Committee Members. The Board shall appoint the members of committees, or for committees other than the Executive Committee the Board may delegate this task to the Board President or the Committee Chair. The term of office of a member of a committee will continue until his or her successor is appointed unless the committee is terminated, the member resigns or is removed from the committee, or the member ceases to qualify as a member of the committee.

Section 5. Committee Chairs. One member of each committee will be selected or appointed Committee Chair by the Board, or if the Board wishes, it may delegate that power to the Board President or to the members of the committee.

Section 6. Limitation on Powers. No committee may a) elect, appoint, or remove any Officer, any member of the Board of Directors, or member of the Executive Committee; b) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation; c) authorize the dissolution of the corporation or revoke proceedings therefore; d) amend, alter, or repeal the Articles, the bylaws, or any resolution of the Board of Directors; or e) authorize the payment of a dividend or any part of the income or profit of the corporation to its Directors or Officers.

The Board of Directors shall always have the power to amend, alter or repeal the decisions of committees, subject to limitations on the unilateral amending of contracts, interference with third party rights, and other legal limitations.

ARTICLE VII. MISCELLANEOUS PROVISIONS

Section 1. Compensation of Officers and Directors. No Officer or member of the Board of Directors will receive any compensation for fulfilling the responsibilities of a member of the Board or of an Officer as defined in these bylaws. However, the corporation may pay compensation to Officers and members of the Board of Directors for other services performed as employees or independent contractors as long as the required rules for conflicts of interest are followed. Members of the Board of Directors and their relatives who receive regular compensation from the corporation must always constitute less than a majority of the Board. Officers and members of the Board of Directors may be given reimbursement for actual expenses incurred in the course of fulfilling their responsibilities, subject to Board approval.

Section 2. Conflict of Interest. A conflict of interest is always present whenever the corporation pays money or other compensation, or provides any tangible benefits, to an Officer or member of the Board of Directors or to a member of a Director's or Officer's family. All transactions involving conflicts of interest must be approved using the following procedures: 1) conflict-of-interest transactions must be approved by the full Board of Directors; they cannot be approved by the President, Executive Committee, Executive Director or other staff. 2) Directors and Officers who have a conflict of interest in any matter must a) declare the existence of any direct or indirect conflict of interest, b) disclose the details of the proposed transaction on the record, c) abstain from voting on that matter and d) leave the room where the vote is to take place, until the votes have been counted. The minutes must record this to show that it was done. 3) The rest of the Board of Directors must analyze the transaction and sufficient information to ensure that all transactions involving a conflict of interest are fair to the corporation and that no special benefits are being given to any person. The information relied upon by the Board of Directors, and its source, must be recorded in the minutes. 4) All conflict-of-interest transactions must be approved by the affirmative vote of a majority of all of the members of the Board of Directors who do not have a conflict of interest involved in that issue, as long as no less than two disinterested Directors vote to approve the transaction.

All Directors and Officers must sign a disclosure of all conflicts of interest, and update it if that disclosure needs to be changed.

Section 3. Financial Controls. The Board of Directors shall adopt formal Board policies that provide a system of financial controls that are adequate to prevent the misuse, embezzlement or theft of the organization's funds and assets, and that would discover it if those problems or crimes were to occur. Those financial policies shall require that there must be three separate levels of financial operations, and that those operations shall be performed by different people: 1) those with the authority to spend the organization's money; 2) those who are the bookkeeper(s) who record and track the income and expenditures; and 3) those who oversee the bookkeeping system and the expenditure of funds. This means that the persons who have authority to sign the corporation's checks or use its credit cards shall not be allowed to also serve as the organization's bookkeeper(s); and that the organization's bookkeeper(s) shall not be given permission or authority to spend the organization's money, sign its checks or use its credit cards.

Section 4. Annual Financial Assessment. The Board of Directors must require the performance of an annual audit, financial review, financial compilation or financial assessment, which must involve the services of a trusted person with bookkeeping skills and knowledge, who does not do the bookkeeping for the organization or sign checks for the organization. This need not be a formal audit, but must at least involve a

sufficiently thorough review of the organization's financial records so that it would likely discover any misuse, embezzlement or theft of the organization's funds or assets. The financial oversight committee described above shall select the person performing the annual financial assessment and shall ensure that the resulting report is presented to the entire Board of Directors.

Section 5. Tax Year. The tax year of the corporation is the calendar year.

Section 6. No Discrimination. In the delivery of its services to the public, Friends of the Fern Ridge Community Library does not discriminate for or against any person on the basis of ethnicity, nationality, place of origin, religion, gender, sexual orientation, marital status, familial status, economic status, age, or mental or physical disability.

ARTICLE VIII. AMENDMENTS

Section 1. Amendment of the Articles of Incorporation and Bylaws. The Board of Directors may amend or restate the Articles or bylaws, and the affirmative vote of at least two-thirds of the entire Board of Directors is necessary and sufficient to do so. Provided, however, that only the voting members may approve amendments that relate to the number of Directors, the composition of the Board, the term of office of Directors, the method or way in which the Directors are selected or removed, the way in which the voting members are selected or removed, or the qualifications of voting members. The affirmative vote of two-thirds (2/3) of voting members participating in the vote is necessary and sufficient for the approval of such amendments.

Proper written notice must be given in advance, including either a written copy or written summary of the proposed amendments.



CERTIFICATE OF SECRETARY

I, the undersigned do hereby certify that the foregoing bylaws constitute the bylaws of Friends of the Fern Ridge Community Library, as duly adopted by the Board of Directors on the _____ day of _____, 2019.

Signed this ____ day of _____, 2019.

Secretary of Friends of the Fern Ridge Community Library