

BYLAWS OF THE JACKSON COUNTY LIBRARY FOUNDATION

This instrument constitutes the Bylaws of Jackson County Library Foundation, an Oregon nonprofit corporation, adopted for the purpose of regulating and managing the internal affairs of the corporation.

ARTICLE I

CORPORATE SEAL

Section 1.1. The corporation shall not have a seal.

ARTICLE II

MEMBERS

Section 2.1. This corporation shall have no members.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1. Management. The business and charitable affairs of the corporation shall be managed by or under a Board of Directors' directors. The Board of Directors shall have primary responsibility for overseeing the activities of this corporation; engaging in long-range planning for this corporation; ensuring the mission of this corporation; and approving the annual budget for this corporation.

Section 3.2. Number, Composition of Board. The members of the Board of Directors shall be elected by the Directors. The Board of Directors shall consist of a minimum of three (3) and not more than 15 (fifteen) individuals, the precise number of which shall be established by the Board of Directors.

a. *Ex Officio* members: Library Director; representative from Jackson County Library District Board; representative from Friends of the Library Presidents Forum may serve as non-voting members of the Board at the discretion of the Board of Directors.

b. Board members emeritus: There shall be a category of members designated as Board members emeritus, who shall be nominated and elected by a vote of the current Board.

1. Eligibility: To be considered as a board member emeritus, a person must have served on the JCLF Board with distinction, made significant contributions or held important leadership roles, and engaged in major volunteer or advocacy activities during his or her tenure as a regular board member.

2. Election: The Governance Committee serves as the nominating committee shall annually consider whether to nominate anyone for a position as a board member emeritus. A person nominated will be elected by board members present if a quorum exists.

3. Privileges: a board member emeritus is entitled to receive all notices sent to regular board members and may attend all meetings and serve on board committees. A board member emeritus may not vote or hold office and is not subject to any attendance policy. ~~(b)(1)~~

Section 3.3. Terms of Directors. Directors shall serve for a term of three (3) years shall be so elected that approximately one-third (1/3) of the Directors is elected each year. Directors may serve up to three consecutive terms. After serving three consecutive terms, Board members cannot serve on the Board for a minimum of two years before becoming eligible again to re-join the Board.

Section 3.4. Quorum. At all meetings of the Board of Directors a majority of the Directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business.

Section 3.5. Number Required for Action by Directors. Except where otherwise required by law, the Articles of Incorporation or these Bylaws, the affirmative vote of a majority of the Directors present at a duly held meeting shall be sufficient for any action.

Section 3.6. Resignation of Directors. A Director may resign at any time by giving written notice to the Secretary of the corporation. The resignation is effective without acceptance when the notice is given to the corporation, unless a later effective time is specified in the notice.

Section 3.7. Removal of Directors. A Director may be removed from office, with or without cause, by the affirmative vote of a majority of the Directors present at a duly held meeting; provided that not less than five (5) days and not more than thirty (30) days notice of such meeting stating that removal of such Director is to be on the agenda for such meeting shall be given to each Director.

Section 3.8. Filling Vacancies. In the event of the death, removal or resignation of a Director, a successor to fill the unexpired term shall be elected by the affirmative vote of a majority of the Directors present at a duly held meeting.

Section 3.9. Regular Meetings/Annual Meeting. The Board of Directors shall have regular meetings at such places and times as it shall establish. The Board shall meet at least quarterly. The Board meetings shall be conducted as determined by the Chair. The last regular meeting of each fiscal year will be deemed to be the annual meeting of the Board of Directors. The election of new Directors filling regularly occurring vacancies on the Board will occur at the annual meeting.

Section 3.10. Special Meetings. Special meetings of the Board of Directors may be called at any time upon the request of the Chair, or any two (2) Directors, provided that any such request specifies the purpose or purposes for the meeting. The Chair shall set the date for the special meeting within three (3) working days of making or receiving such a request and shall give not less than five (5) nor more than thirty (30) days written notice of the time, place, and purpose of such special meeting.

Section 3.11. Committees. The Board of Directors may establish one or more committees having the authority of the Board in the management of the business of the corporation to the extent determined by the Board. The chair and the members of all committees shall be appointed by the Board Chair. Members of a committee need not be Directors and shall hold such office for a term of one (1) year from their appointment or until their successors are appointed, whichever occurs first. Meetings of a committee may be called, from time to time, upon request of the Board Chair, the chair of the committee or any two (2) committee members. Notice requirements shall be the same as for special meetings of the Board of Directors, except that notice may be given orally or in writing.

Section 3.12. Place of Meetings. The Board of Directors and any committee thereof may hold its meetings at such places, whether in this state or in any other state, as a majority of the Directors then in office may from time to time appoint. Upon failure to appoint any other place, such meetings shall be held at the principal offices of the corporation.

Section 3.13. Action by Electronic Communication.

3.13.1 Any meeting among Directors may be conducted solely by one or more means of remote communication through which all of the Directors may participate in the meeting so long as the participants can simultaneously hear one another, if the same notice is given of the meeting required by Section 3.15, and if the number of Directors participating in the meeting is sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence at the meeting.

3.13.2 In extraordinary circumstances, matters may be submitted to vote by email, provided that all Directors have supplied the Secretary with a valid email address, if (a) the matter to be voted upon is of such an urgent nature that the decision cannot wait for a meeting or (b) the matter is believed to be so uncontroversial that the Directors would not benefit from a discussion. After the matter is submitted to an email vote, any member may make a motion via email to refer the matter to a full meeting to allow for discussion and debate. The motion must specify a date by which all votes must be received, which must be at least 72 hours after the initial email is sent. Votes are only validly cast when submitted via "reply all" and votes may be withdrawn and/or recast up until the expiration of the voting period. The results of the vote should be documented in the meeting minutes.

Section 3.14. Notice. Notice of any special meeting of the Board of Directors shall be given at least 3 (three) days prior to the date of the meeting. Notice may be given by telephone or electronic mail.

3.14.1 Notice is deemed given by electronic mail, when directed to an electronic mail address at which the Director has consented to receive notice.

3.14.2 Notice is deemed given if by telephone, when a call is placed to a number by which the director has consented to be notified. If the director is not reached in person, a voicemail message left at that number is deemed to be notice.

Section 3.15. Compensation of Directors. Directors shall not be compensated for their duties as Directors or officers. Directors may be reimbursed for expenses incurred on behalf of the corporation.

ARTICLE IV

OFFICERS

Section 4.1. Election of Officers. The officers of the corporation shall be a Chair, a Vice-Chair, a Secretary, a Treasurer, and such other officers as the Board of Directors may, from time to time, elect. The officers shall be elected for one-year terms by the Board of Directors at the annual meeting of the Board. Board members shall be given at least one week's notice of the meeting and election. Terms begin the first day of the next fiscal year. Officers may serve up to three consecutive terms.

Section 4.2. Duties of Officers. The duties of the officers of this corporation shall be:

Section 4.2.1. Chair. The Chair shall preside over all meetings of the Board of Directors and shall oversee the long-term goals and purposes of the corporation. He or she shall also perform such other duties as may be determined from time to time by the Board of Directors.

Section 4.2.2. Vice-Chair. The Vice-Chair shall perform such duties as may be determined from time to time by the Board of Directors. The Vice-Chair shall be vested with all powers of and perform all the duties of the Chair in the Chair's absence or inability to act, but only so long as such absence or inability continues.

Section 4.2.3. Secretary. The Secretary shall keep the minutes of board meetings, give notices, and perform such other duties as may be determined from time to time by the Board of Directors.

Section 4.2.4. Treasurer. The Treasurer shall oversee the deposit and expenditure of Foundation funds and shall monitor the accounting and records relating to same and shall perform other tasks as assigned by the Board.

Section 4.3. Officers as Members of Board of Directors. The Chair and Vice-Chairs shall be members of the Board of Directors. All other officers may but need not be members of the Board of Directors.

Section 4.4. Resignation of Officers. An officer may resign at any time by giving written notice of the resignation to the Secretary of the corporation.

Section 4.5. Removal of Officers. Any officer may be removed, with or without cause, by the affirmative vote of a majority of the Directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given.

Section 4.6. Filling Vacancies. Any vacancy in an officer's position shall be filled by a majority vote of the Board of Directors of the corporation at any regular meeting of the Board.

ARTICLE V

STANDARD OF CARE AND CONFLICTS OF INTEREST

Section 5.1. Standard of Care. It is the responsibility of each Director of this corporation to discharge his or her duties as a Director in good faith, in a manner the Director reasonably believes to be in the best interests of this corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Section 5.2. Conflicts of Interest. A contract or other transaction between this corporation and:

- (a) one or more of its Directors, or a member of the family of a Director;
- (b) a Director of a related organization, or a member of the family of a Director of a related organization; or
- (c) an organization in or of which one or more of the corporation's Directors or a member of the family of the Director are Directors, officers or legal representatives or have a material financial interest,

is not void or voidable because the Director or Directors or the other individual or organization are parties or because the Director or Directors are present at the meeting of the Board of Directors or a committee of the Board of Directors at which the contract or transaction is authorized, approved or ratified, if:

- (a) the contract or transaction was, and the person asserting the validity of the contract or transaction sustains the burden of establishing that the contract or transaction was fair and reasonable as to the corporation at the time it was authorized, approved, or ratified; or
- (b) the material facts as to the contract or transaction and as to the Director's or Directors' interest are fully disclosed or known to the Board or a committee, and the Board or committee authorizes, approves or ratifies the contract or transaction in good faith by a majority of the Board or committee, but the interested Director or Directors shall not be counted in determining the presence of a quorum and shall not vote.

For the purpose of this Section a “member of the family” of the Director includes the spouse, parents, children and spouses of children, brothers and sisters or spouses of brothers and sisters of the Director, or any combination of them. Directors shall also abide by any additional Conflicts of Interest policies adopted by the Board, in addition to the stated regulations in this Section.

ARTICLE VI

FINANCE

Section 6.1. Receipts. Any dues, contributions, grants, bequests or gifts made to the corporation shall be accepted or collected only as authorized by the Board of Directors.

Section 6.2. Deposits. All funds of the corporation shall be deposited to the credit of the corporation under such conditions and in such banks or financial institutions as shall be designated by the Board of Directors.

Section 6.3. Contracts; Orders for Payment. All contracts, checks and orders for the payment, receipt or deposit of money, and access to securities of the corporation shall be as provided by the Board of Directors.

Section 6.4. Title to Property. Title to all property shall be held in the name of the corporation.

Section 6.5. Annual Budget. The annual budget of estimated income, income expense and capital expense shall be approved by the Board of Directors.

Section 6.6. Summary Financial Report. A summary report of the financial operation of the corporation shall be made by the Treasurer at least quarterly to the Board of Directors.

Section 6.7. Fiscal year. The fiscal year of the organization shall be July 1 to June 30.

ARTICLE VII

EMPLOYEES AND AGENTS

Section 7.1. Employees and Agents. Under the Memorandum of Understanding between the Jackson County Library District and the Jackson County Library Foundation, an Executive Director of the Foundation will be hired as a member of the library staff and supervised by the Library Director. The Foundation Board must agree with the choice of the person hired and will participate in the setting of

goals and evaluation of his or her work. Once hired, the Executive Director shall hire, direct, and discharge all other agents and employees.

ARTICLE VIII

INDEMNIFICATION

Section 8.1 The Jackson County Library Foundation shall indemnify to the fullest extent not prohibited by law any Indemnified Person (as defined below) who was or is a party or is threatened to be made a party to any Proceeding (as hereinafter defined) against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the Indemnified Person in connection with such Proceeding.

Section 8.2. ~~1051~~ Definitions.

- (a) The term *Indemnified Person* shall mean any person who is or was (i) a director, officer, member of a committee, employee or, to the extent authorize by the Board of Directors in the specific case, an agent of the corporation , or (ii) serving at the request of the corporation as a director or officer of another organization, partnership, joint venture, trust or other enterprise, whether or not serving in such capacity at the time any liability or expense is incurred for which indemnification or advancement of expense can be provided under this Article.
- (b) The term *Proceeding* shall include any threatened, pending or completed action, suit or proceeding, whether brought in the right of the corporation or otherwise and whether of a civil, criminal, administrative or investigative nature, in which an Indemnified Person may be or may have been involved as a party or otherwise by reason of the fact that the person is an Indemnified Person.

Section 8.3 Amendments. Any repeal of this Article shall only be prospective, and no repeal amendment or modification hereof shall adversely affect the remainder of this Article in effect at the time of the alleged occurrence of any act or omission to act that is the cause of the Proceeding.

Section 8.4 Limitation of Liability. The civil liability of directors, officers and executive board members shall be limited to the fullest extent permitted under the Oregon Nonprofit Corporation Action.

Section 8.5 Insurance. The corporation shall have the discretion to purchase and maintain in effect a policy or policies or insurance covering any liability of directors, officers, committee members, employees and agents of the corporation, regardless of whether the corporation would have the power to indemnify such persons against the liability so insured.

ARTICLE IX

AMENDMENT OF BYLAWS AND ARTICLES OF INCORPORATION

Section 9.1. These Bylaws may be amended at any time and from time to time by the affirmative vote of a majority of the Directors then in office; provided that written notice of the meeting and of the proposed amendment shall be given to each Director not less than five (5) nor more than thirty (30) days before any meeting of the Board of Directors at which an amendment of the Bylaws is to be adopted. Approved amendments to the Bylaws take effect immediately. Amendments to the Articles of Incorporation shall follow the same procedures as amendments to the By-laws but require a majority vote of three-quarters of the Directors in office and take effect following official certification of the amendments.

--END OF BYLAWS--

Certification

These bylaws were approved at a meeting of the Board of Directors by a majority vote on .

Secretary 

Date 12/07/2022