

BANDON LIBRARY FRIENDS AND FOUNDATION, INC.
(A Nonprofit Corporation)

BYLAWS

ARTICLE I -NAME AND PURPOSE

Section 1.1. This organization shall be known as the Bandon Library Friends and Foundation, Inc. This organization is a nonprofit corporation composed of persons interested in supporting the Bandon Public Library. The purpose of this organization is to receive from any legal source any property or monies to construct, furnish and improve the Bandon Public Library building to serve the greater Bandon area community, to assist the Bandon Public Library to meet its needs and goals by fund raising and/or publicity, to enrich the cultural opportunities available to the citizens of Bandon and its environs, and to promote a wider acquaintance with the facilities of the Library. The activities and/or objectives of the organization shall include the securing of materials that are beyond the command of the ordinary library budget, the rendering of assistance to the library staff as requested, and the sponsoring of such projects as exhibits, book talks, and special children's enterprises.

ARTICLE II -MEMBERS

Section 2. 1 Qualification Categories. The corporation shall consist of one class of voting members. A member shall be a person who, or an organization which, supports the goals of the corporation, applies for membership, and pays an annual membership fee in the amount established by the board of directors. Each member shall be entitled to one vote. A member may vote in person or by written proxy. Voting membership shall be: Friend (annual or life). The Board of Directors may change the category of membership and may determine the qualifications and benefits of each, by amendment to these bylaws.

Section 2.2 Annual Meeting. An annual meeting of the members and the Board of Directors shall be held during the month of April or May of each year within Coos County, Oregon. The first annual meeting was in 2001. The Board of Directors shall designate the date and place of the annual meeting. Members of the Board of Directors shall be elected at the annual meeting. The Treasurer shall give a report of the financial status of the corporation, and other matters of interest to the directors or members may also be discussed and considered. Written notice, stating the date, time, and place of the annual meeting shall be personally delivered, sent by mail or by electronic means to each member at the member's address as shown by the records of the corporation, or published in the local newspapers not less than seven (7) nor more than sixty (60) days before the annual meeting. The attendance of a member at any annual meeting shall constitute a waiver of notice of such meeting.

Section 2.3 Special Meetings. Special meetings of the members may be called by the President, or by the Board of Directors, or by twenty- five percent (25%) of the members entitled to vote at such meeting. The Board of Directors shall determine the date, time and place of special

meetings. Notice of special meetings, including an agenda of the items to be considered at such meetings, shall be personally delivered, sent electronically, or sent by mail to each member at the member's address as shown by the records of the corporation not less than seven (7) days before the special meeting. The attendance of a member at any special meeting shall constitute a waiver of notice of such meeting.

Section 2.4 Quorum. Those members present at any annual or special meeting of members constitute a quorum at the meeting. The vote of a majority of the votes entitled to be cast by the members present or represented by proxy at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by Oregon law.

ARTICLE III- BOARD OF DIRECTORS

Section 3.1. Corporate Affairs. The Board of Directors shall manage the affairs of the corporation. The Board may exercise all powers vested in the corporation.

Section 3.2. Board Members. The number of directors of the corporation shall be not less than five (5) or more than nine (9) voting members. The Board of Directors, by amendment of these Bylaws, may increase or decrease the number of directors provided that no decrease in number shall have the effect of shortening the term of any incumbent. The manner of electing successor directors may be changed by amendment of these Bylaws.

Section 3.3. Director Nomination. The first directors were nominated and elected by a majority vote of the incorporators. The Board of Directors shall nominate directors (members may also nominate directors at the annual meeting) as needed.

Section 3.4. Director terms. Each director shall hold office until his/her successor has been elected to serve a full three-year term, except those elected to fill a vacancy.

Section 3.5. Director election. Directors shall be elected at the annual meeting. Directors may serve unlimited consecutive three-year terms in addition to any partial term he/she was first elected to

Section 3.6. Librarian term. The Librarian shall be a non-voting board member and be exempt from term limitations. The Library Director serves as Secretary for the Board of Directors.

Section 3.7. Director vacancy. The Board of Directors shall have power to fill any vacancy occurring on the Board for any reason. Such a director shall be elected for the remaining term of his/her predecessor. Any director appointed by reason of an increase in the size of the Board shall stand for election at the next annual meeting for the specified three-year term.

Section 3.8. Committees. The Board of Directors may designate and appoint one or more committees, which shall have and exercise such authority in the management of this corporation as may be delegated by the Board, within such limitations as may be imposed by Oregon Revised Statutes.

Section 3.9. Removal of a director. Any director may be removed by a majority of the full Board of Directors whenever in its judgment the best interests of the corporation will be served.

ARTICLE IV – MEETINGS OF THE DIRECTORS.

Section 4.1. Annual meeting. The first annual meeting of the Board of Directors was held in Bandon with the day and place set by the Board of Directors. The annual meeting shall be on a date set by the Board. Commencing in the year 2001, this meeting will be the annual meeting for all members.

Section 4.2. Monthly meetings. Monthly meetings of the Board of Directors shall be held on a on a day and time set by the Board. The agenda, date and time for these monthly meetings shall be posted as necessary. As a minimum, the notice shall be on the day of the meeting. These meetings shall be open to all Foundation members and members of the public at large.

Section 4.3. Special meetings. Special meetings of the Board of Directors may be held in Bandon whenever called by the President or any three or more directors.

Section 4.4. Special meeting notice. Notice of the time and place of any meeting of the Board of Directors shall be required, and shall be given by the Secretary, or by the person or persons calling the meeting, by mail, electronically, or by personal communication, over the telephone or otherwise, prior to the meeting. The purpose of the meeting need not be specified.

Section 4.5. Quorum. A majority of the duly elected Board of Directors at the time of a meeting shall constitute a quorum. Business may be transacted and the Board may exercise all of its powers at any meeting at which a quorum is present. Any act of the majority of Directors present or by written proxy at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 4.6. Conflict of interest. Any member of the Board of Directors with a conflict of interest shall abstain from voting on any motion relating to that conflict.

ARTICLE V – CONSENT ACTION.

Section 5.1. Any action of the Board of Directors may be taken without a meeting if a consent, in writing, setting forth the action to be taken, shall be signed by two-thirds (2/3) of the directors entitled to vote with respect to the subject matter thereof.

ARTICLE VI – WAIVER OF NOTICE.

Section 6.1. Whenever any notice is required to be given to any director, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

ARTICLE VII – DIRECTOR INDEMNITY.

Section 7.1. This corporation shall defend, indemnify, and hold harmless, every registered agent, director or officer and his/her heirs, executors, and administrators, against liability and against expenses reasonably incurred by him/her in connection with any action, suit or proceeding to which he/she may be made a party by reason of his/her being or having been a director or officer of this corporation, except in relation to matters as to which he/she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct. The foregoing rights shall be exclusive of other rights to which he/she may be entitled.

ARTICLE VIII.- OFFICERS.

Section 8.1. Number of officers. The officers of the Board of Directors shall be a President, a Vice President, a Secretary, and a Treasurer. Officers may not be related by marriage or by consanguinity. Each shall be annually elected by the Board, of Directors and shall serve until his/her successor is duly elected and qualified. In addition to the powers and duties specified below, the officers shall have powers and perform such duties as the Board of Directors may prescribe.

Section 8.2. President's duties. The President shall exercise the usual executive powers pertaining to the office of President and shall preside at meetings of the Board of Directors.

Section 8.3. Vice President's duties. In the absence or disability of the President, the Vice President shall act as President.

Section 8.4. Secretary's duties. It shall be the duty of the Secretary to keep records of the proceedings of the Board of Directors and duly convened meetings. The Librarian serves as Secretary for the Board of Directors.

Section 8.5. Treasurer's duties. The Treasurer shall maintain and review financial records, prepare required tax filings and other mandatory reports, and report to the Board of Directors at least once each quarter. He/she shall deposit all funds and other valuable effects of the corporation in such depositories as may be designated by the Board of Directors. In general, the Treasurer shall perform the duties incident to the office.

Section 8.6. Vacancies. The Board of Directors at any regular or special meeting shall fill vacancies in an office.

Section 8.7. Compensation. There shall be no compensation of any director or officer. The compensation, if any, of agents of the Board shall be fixed by the Board of Directors.

Section 8.8. Removal of officer. Any officer may be removed by a majority of the full Board of Directors whenever in its judgment the best interests of the corporation will be served.

ARTICLE IX. - Administrative and Financial Provisions

Section 9.1. Fiscal year. The fiscal year of the corporation shall be from July 1 to and including June 30.

Section 9.2. Loans. The corporation shall make no loans to any officer, director or member.

Section 9.3. Records. The corporation shall keep current and complete books and records of accounts and minutes of the proceedings of its Board of Directors and of any committee having any of the authority of the Board of Directors. These books and records shall be available for public inspection at the office of the registered agent.

Section 9.4. Bylaw changes. These Bylaws may be altered, amended or repealed by a majority of the members present or represented by proxy at any annual or special meeting, provided notice of proposed changes or amendments be submitted at a previous meeting.

Section 9.5. Checks. Checks issued by the Bandon Library Friends and Foundation, Inc. for less than two hundred dollars (\$200) shall bear the signature of either President or Treasurer. Checks of two hundred dollars (\$200) or more shall bear two signatures and may be signed by either the President and/or Treasurer and/or one other designated director.

Section 9.6. Rules of Order. Robert's Rules of Order shall be procedure at meetings of the Board of Directors so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation, or any resolution of the Board of Directors.

APPROVED by the Board of Directors

President John Merle Logan

Vice President

Treasurer Hortense Joyce

Secretary Deidre Krumper

Director Lorna Logan

Director Judy Roman

Director Claudine M Hundhausen

Director Jean Hanna

Date 8/3/05