

**BY-LAWS**  
**AS AMENDED AND ADOPTED BY THE MEMBERS ON**  
**July 14, 2015**  
**FRIENDS OF THE TUALATIN PUBLIC LIBRARY**  
**TUALATIN, OREGON**

**ARTICLE I. NAME**

Section 1. The name of this Corporation shall be “Friends of the Tualatin Public Library,” an Oregon non-profit corporation, (hereinafter called “Friends”).

**ARTICLE II. PURPOSE**

Section 1. This Corporation is organized for a charitable, educational, religious or scientific purpose within the meaning of Section 501(c) (3) of the Internal Revenue Code.

Section 2. More specifically, the purposes for which the Corporation is organized are:

- a. To encourage understanding and appreciation of the work of the Tualatin Public Library;
- b. To attract donations and otherwise provide funding for the procurement of materials, equipment, and programs that are beyond the resources of the library.
- c. To earn funds through sales of materials and the sponsorship of programs, events and other activities.
- d. To serve as a medium through which citizens of the community may become acquainted with each other and share their enthusiasm for books and other Library materials;
- e. To encourage volunteer support for the Library’s purposes and activities.

Section 3. The Board of Directors (hereinafter called “Board”) shall make all reasonable efforts to keep the Corporation qualified as a tax-exempt organization under the appropriate section(s) of the United States Internal Revenue Code as amended and revised from time to time.

### **ARTICLE III. MEMBERSHIP**

Section 1. Eligibility. Any person or business interested in benefiting the Tualatin Public Library and the purposes of this Corporation, as set forth in Article II, Section 2, shall be eligible to become a member of the Corporation specified by the Board.

Section 2. Classes and Dues. The classes for membership will be recommended to the Board by the Membership Committee. Annual dues for each class of membership shall be determined, from time to time, by the Board. All dues shall be payable in January 1 of each year.

Section 3. Members in Good Standing. A member in good standing is a member who is current in all financial obligations to the Corporation.

Section 4. Rights and Privileges of Membership. Only members in good standing shall be:

a. Entitled to vote on matters submitted to members. Businesses which are Sponsor or Benefactor members shall be entitled to only one (1) vote for all voting purposes.

b. Eligible to sit on the Board, to serve as an Officer of, and to serve on a Committee of the Corporation.

c. Entitled to attend all meetings of the Corporation, including Board meetings.

Section 5. Voting. Voting on all issues requiring membership decision shall be by mail. Issues which shall be submitted to the membership for decision shall consist of:

a. Amendment of these By-Laws;

b. Annual election of Officers and Directors; and

c. Termination or any change in Corporate status.

Section 6. Suspension, Termination or Expulsion. The Board may, by affirmative vote of an absolute majority, suspend or expel a member for cause, but only after an appropriate hearing called for that purpose with proper notice to such member and to each Director. If dues are not paid by January 1, membership will automatically be terminated. Membership will be reinstated upon payment of dues.

### **ARTICLE IV. MEETINGS**

Section 1. Annual Meetings. An Annual Meeting of the Friends shall be held on the second Tuesday of January or at such time, date, and place as may be determined by the Board. The purpose of the Annual Meeting shall be for the election of Officers of the Board and the transaction of other business.

Section 2. Board Meetings. The Board will meet on the second Tuesday of every other month, beginning on July 12, 2011 at a time and place to be determined by the Board. These meetings are open to all members for information and discussion, but only Board members may vote. Board members may arrange to join and vote at a meeting by telephone or by e-mail.

Section 3. Special Meetings for General Membership. Special meetings may be called by the President of the Friends, by two (2) members of the Board or upon petition of ten (10) members in good standing with proper notification of the membership.

Section 4. Notification of Annual Meetings and Voting

a. Written notice of the Annual Meeting must be given at least twenty-one (21) days before the meeting and must contain a detailed agenda of the items to be covered. The notice shall also state that any member in good standing may submit to the Board, no later than fourteen (14) days before the date of such meeting, a written comment, either pro or con, on the issue(s) to be presented at such meeting, which comment shall be considered for inclusion as part of the informational material to be sent to the membership with their ballots.

b. Informational material, if any, to be presented at an Annual Meeting must be furnished to each member, together with the written ballot, by first-class mail, to each member, no later than ten (10) days before the meeting. Any matter may be raised and discussed at the Annual Meeting, in addition to those set forth in the notice; however, no vote shall be taken on any such issue at that meeting.

c. The ballot required for the election of Officers and Directors shall list the candidates in alphabetical order.

d. All ballots shall state the date by which they must be received by the Corporation, which date shall be the date of the meeting.

e. All ballots shall state that a plurality of those members validly casting ballots shall decide the issue(s) on which a vote is being taken, and that no minimum number of ballots shall be required to decide an issue or an election.

f. The ballot shall set forth the propositions to be voted on and shall provide any other instructions on voting procedures that may be pertinent.

g. Any ballot which is not submitted by a member in good standing or fails to comply with the provisions stated under Section 4, sub-sections d and e, shall not be counted.

Section 5. Quorum. A quorum shall consist of the Friends present or voting at any Annual, Regular or Special meeting for the purposes of that meeting. A simple vote of the majority of eligible voters shall constitute the decision of the Friends.

Section 6. Proxy. No member shall be allowed to vote by proxy.

## ARTICLE V. BOARD OF DIRECTORS

Section 1. Duties. The Board shall manage the affairs of the Friends between annual meetings, including the disbursement of funds. The Board shall fill by appointment the vacancy of any office or position on the board, should such vacancy occur prior to the completion of its elected term.

Section 2. Nominations. Officers and Directors shall be nominated by a Committee appointed by the President no later than sixty (60) days preceding the Annual Meeting; however, any member in good standing may run for a vacant Board position by petition signed by three (3) members in good standing and submitted no later than thirty (30) days preceding the Annual Meeting.

Section 3. Number, Tenure and Qualifications. The Board shall consist of four (4) Officers of the organization: President, Vice-President, Secretary and Treasurer, plus no less than three (3) nor more than seven (7) Members at Large. The members of the Board, including Officers, shall be members of the Friends (in good standing) having paid annual dues. They are expected to attend a majority of the meetings scheduled. The Manager of the Tualatin Public Library shall be an ex-officio, non-voting member of the Board and the immediate Past-President of the Friends shall also be an ex-officio non-voting member. A Director will have a one (1) year term of office and may hold consecutive terms of office. Officers and Directors shall not receive any salaries (compensation) for their services in that capacity.

Section 4. Conflicts of Interest. If any Director or his or her spouse/significant other sues the Corporation, or otherwise has a financial or personal conflict of interest with the Corporation, such member shall resign his or her position upon the occurrence of such conflict of interest. Failure to do so shall be grounds for expulsion from membership in the Corporation. Under no circumstances shall any Director, relative or entity controlled or owned by such Director, receive any compensation, gift of other remuneration, nor derive any financial benefit or advantage, either directly or indirectly, from any services rendered to or for the benefit of the Corporation or from any of the activities of the Corporation. Nothing contained herein is intended to prohibit the reimbursement of any member of the Corporation who advances funds or incurs expenses on behalf of the Corporation, as authorized by the Board, or to deprive any member of such tax deductions allowed for such person's activities on behalf of the Corporation.

Section 5. Safeguarding. The Board will establish and maintain written operating policies to ensure that the organization's assets are not misapplied or wasted; this will include, as a minimum, the authorization and approval requirements in a Funds Disbursement Policy. This policy sets up categories of expenses and provides a way to monitor them, with a report to the Board at each meeting.

Section 6. Matters Requiring Board Approval. The following matters require approval of the majority of the Board present and voting:

- a. Dues and fees;
- b. Expenditures as clarified in the Funding Disbursement Policy
- c. Changes in membership categories;

d. Adoption of new operating policies or proposed changes to existing policies

## **ARTICLE VI. DUTIES OF OFFICERS**

Section 1. The Officers of the Corporation shall consist of the following:

a. The President. The President shall facilitate all meetings for the membership. The President shall also facilitate the appointment of Committees and ensure that the goals and purposes of the membership are realized.

b. The Vice President. In the absence of the President, the Vice President shall perform the duties of the President. The Vice President shall perform such other duties as from time to time may be assigned to the Vice President by the President or by the Board.

c. The Secretary. The Secretary shall record the attendance at all meetings, record the minutes of all proceedings of all meetings and shall be responsible for these By-Laws and all Corporate records, excluding financial records.

d. The Treasurer. The Treasurer shall be the custodian of the Friends' funds, collect all dues and administer all funds as directed by the Board. The Treasurer shall keep all financial records and policy documents, shall make regular written reports to the Board, and submit an Annual Report to the membership at the Annual Meeting. The Treasurer shall prepare and submit any reports required by law.

## **ARTICLE VII. COMMITTEES**

Section 1. Committees shall be created as needed. Members and Chairs of the Committees will be appointed by the President with the approval of the Board. Duties and tenure of the various Committees shall depend on their purpose. All Committee members shall serve at the pleasure of the Board.

Section 2. Committee reports shall be presented to the membership at the Annual Meeting.

## **ARTICLE VIII. AMENDMENT(S) TO BY-LAWS**

Section 1. Suggested amendment(s) to By-Laws may be made by the Officers, Directors or Friends.

Section 2. A Committee to draft revised By-Laws shall be formed at the discretion of the Board.

Section 3. The Committee's By-Laws proposal(s) shall first be approved by the Directors.

Section 4. After Board approval the proposed revision shall be presented in writing to the be communicated to the Members prior to the Annual Meeting.

#### **ARTICLE IX. PARLIAMENTARY PROCEDURE**

Section 1. *Roberts' Rules of Order Revised*, when not in conflict with these By-Laws, shall guide the proceedings of the Friends.

#### **ARTICLE X. FUNDS AND LIABILITY**

Section 1. All funds shall be deposited to an account of the Friends. All funds will be disbursed by the Treasurer in compliance with the Funds Disbursement Policy, as adopted by the board, acting on behalf of the membership.

Section 2. Adequate records of accounts shall be maintained by the Treasurer.

Section 3. No member of the Friends shall be liable except for unpaid dues, and no personal or financial liability shall in any event be attached to any member of the Friends in connection with any of its undertakings.

Section 4. The Corporation may make payments and distributions in furtherance of the purposes of the Corporation.

Section 5. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c) (3) of the Internal Revenue Code.

Section 6. The fiscal year shall be January 1 through December 31.

#### **ARTICLE XI. DISSOLUTION**

Section 1. Dissolution of the Friends may be effected by a two-thirds vote of the entire voting membership of the Corporation at any Regular or Special meeting, provided that at least two (2) weeks' notice is given to all authorized to vote at such meeting that dissolution is to be considered.

Section 2. In case of dissolution any assets remaining after the payment of the obligations shall be transferred to and become part of the general funds and property of the Tualatin Public Library for the uses and purposes of the Library.

I hereby certify that the foregoing By-laws were approved and adopted by the Members of Friends of the Tualatin Public Library on July 14, 2015.

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Secretary