

## BYLAWS

### ARTICLE I STATEMENT OF PURPOSE

#### Section 1.1 Purpose

- 1.1 The Library Foundation of Hillsboro, heretofore referred to as the corporation, shall be organized and operated exclusively for educational, charitable and scientific purposes, within the meaning of Section 501 (c) (3) of the federal Internal Revenue Code (or its corresponding future provisions). The corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization to which contributions are deductible under Section 170 (c) (2) of such Code and the regulations pertinent thereto, as they now exist or as they may hereafter be amended.
- 1.2 This corporation is organized, and at all times shall be operated, exclusively for the benefit of, to perform the functions of, or to carry out the purposes of, the public library of the City of Hillsboro, Oregon.

### ARTICLE II MEMBERS

Section 1. This corporation shall have one class of members consisting of the Board of Directors of the corporation.

### ARTICLE III BOARD OF DIRECTORS

Section 1. Powers and Qualifications. The affairs of the corporation shall be managed by the Board of Directors. The board may exercise all powers vested in the corporation.

Section 2. Number of Directors. The number of voting directors of the corporation shall be not less than seven (7). The Board of Directors, by amendment of these Bylaws, may increase or decrease the number of voting directors; provided, that no decrease in number shall have the effect of shortening the term of any incumbent or reducing the number of voting directors to less than seven (7) or to electing more than twenty-one (21). Upon the first annual election of directors, the directors shall be divided by lot into three classes, the first class to serve a term of one year, the second class to serve a term of two years, and the third class to serve a term of three years thereafter. Each such director shall hold office for the term for which he/she is elected and until his/her successor shall have been elected to serve a term of three years, except those elected to fill a vacancy left by a former director. If and when additional voting memberships in the board are created, the three classes shall be balanced in numbers so far as may be feasible.

Section 3. Qualifications of Directors; Members of the Board of Directors shall consist of persons who are representative of those who populate the area served by the Hillsboro Public Libraries.

Section 4. Executive Committee. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint an Executive Committee which shall consist of five (5) voting directors, including the Foundation President, the Treasurer, three (3) other directors, ~~and the chief administrator of the Hillsboro Public Library,~~ who shall have and exercise such authority of the Board of Directors in the management of the corporation as may be specified in said resolution; provided, that no such committee shall have the authority to amend, alter or repeal any Bylaws or Articles of Incorporation; to elect, appoint or remove any committee member, director or officer; to merge, consolidate, liquidate or otherwise reorganize the corporation; to sell, lease, exchange or encumber all or substantially all of the assets of the corporation or amend or repeal any resolution of the Board of Directors unless expressly authorized to do so by such resolution. The designation and authority shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon it or him/her by law. Actions of the Executive Committee shall be recorded in minutes which shall be distributed promptly to all of the members of the board.

Section 5. Election and Term. After the first annual meeting, the member or members of one class of directors shall be elected by the Board of Directors at each annual meeting, to hold office until the

expiration of the term of office of the class of directors into which elected and until his/her or their respective successors are elected and qualified.

Section 6. Vacancies. The Board of Directors shall have power to fill any vacancy occurring in the board and any directorship to be filled by reason of an increase in the number of directors created by amendment to these Bylaws. The director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. Any director appointed by the board by reason of an increase in the size of the board shall stand for election at the next annual meeting for the remainder of the specified term for such position.

Section 7: Power to Create Committees. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each which shall consist of two or more Directors, which committees shall have and exercise such authority of the Board of Directors in the management of this corporation as may be delegated by the Board, within such limitations as may be imposed by ORS Chapter 61.

Section 8. Limitations to Powers of Committees. No committee may authorize payment of a dividend or any part of income or profit of the corporation to its directors or officers, may approve dissolution, merger or the sale, pledge or transfer of all or substantially all of the corporations assets; may elect, appoint, or remove directors or fill vacancies on the board or on any of its committees, nor may adopt, amend or repeal the articles Bylaws, or any resolution by the board of Directors.

#### ARTICLE IV

#### MEETINGS OF BOARD OF DIRECTORS

Section 1. Annual Meeting. The annual meeting of the Board of Directors shall be held at the regularly scheduled February meeting.

Section 2. Special Meetings. Special meetings of the Board of Directors may be held at any place and time, whenever called by the President or any three or more directors.

Section 3. Notice of Meetings. Notice of the time and place of any meeting of the Board of Directors shall be required. Notice of the time and place of any special meeting of the Board of Directors shall be given by the Secretary, or by the person or persons calling the meeting, by mail, telegram, electronic mail (hereinafter referred to as email) or by personal communication, over the telephone or otherwise, at least three (3) days prior to the date on which the meeting is to be held. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where the director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any meeting of the Board of Directors need be specified in the notice or any waiver of notice of such meeting.

Section 4. Quorum. A simple majority ~~One third~~ of the duly elected voting members of the Board of Directors at the time of the meeting shall constitute a quorum for the transaction of business. The vote of the quorum shall be the act of the Board of Directors. At any meeting of the Board of Directors at which a quorum is present, any business may be transacted and the board may exercise all of its powers.

#### ARTICLE V

#### ACTIONS BY WRITTEN CONSENT

Section 1. Any corporate action required or permitted by the Articles of Incorporation, Bylaws, or laws of the State of Oregon to be taken at a meeting of the directors of the corporation may be taken without a meeting if a consent, in writing, setting forth the action to be taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote and may be described as such.

Section 2. If a Director is not personally available to sign a written consent, then that Director may nonetheless consent to said action as follow: An unavailable Director may confirm their approval of the action by email to the Secretary of the corporation. Said email shall specifically set forth the approved action and contain sufficient identifying information to confirm the identity of the sender. After receipt of the email, the Secretary shall print out the email and attach it to the writing signed by the remaining Directors. An unavailable Director may also confirm their approval of said action electronically by signing an approval of the action and scanning and electronically sending said approval to the Secretary of the corporation. Said scanned document shall be printed out by the Secretary and attached to the approval(s) signed by the remaining Board Members.

## ARTICLE VI WAIVER OF NOTICE

Section 1. Whenever any notice is required to be given to any director of the corporation by the Articles of Incorporation, Bylaws or laws of the State of Oregon, 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. A waiver may also be given electronically in the same way as a written consent as set forth in Article IV, Section 2 above.

## ARTICLE VII INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Each director or officer now or hereafter serving the corporation and each person who, at the request of or on behalf of the corporation, is now serving or hereafter serves as a trustee, director, officer or agent and his/her respective heirs, executors and personal representatives shall be indemnified by the corporation against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she is made a party by reason of being or have been such trustee, director, or officer, except in relation to matters as to which he/she shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duties; but such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under any Bylaw, agreement, vote of the Board of Directors, or otherwise.

Section 2. The Foundation shall insure every officer and Director with errors and omissions insurance in an amount to be determined by the Board at its discretion.

## ARTICLE VIII OFFICERS

Section 1. Officers Enumerated. The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer (each of whom must be a director of the corporation), and such other officers and assistant officers as may be deemed necessary by the Board of Directors, each of whom shall be annually elected by the Board of Directors and shall serve until his/her successor is duly elected and qualified. Any two or more offices may be held by the same person, except the offices of President and Secretary. 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. The officers shall be bonded in amounts to be established annually by the Executive Committee.

Section 2. President. 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 3. Vice President. In the absence or disability of the President, the Vice President senior in service shall act as President.

Section 4. Secretary. It shall be the duty of the Secretary to keep records of the proceedings of the Board of Directors and, when requested by the President to do so, to sign and execute with the President all deeds, bonds, contracts and other obligations or instruments in the name of the corporation.

Section 5. Treasurer. The Treasurer shall maintain and review financial records and report to the board from time to time. He/she shall cause to be deposited all funds and other valuable effects of the corporation in such depositories as may be designated by the Board of Directors. In general, he/she shall perform all of the duties incident to the office of Treasurer.

Section 6. Vacancies. Vacancies in any office arising from any cause shall be filled by the Board of Directors at any regular or special meeting.

Section 7. Compensation. The compensation, if any, of all agents of the corporation shall be fixed by the Board of Directors. Directors shall not receive salaries for their Board services but may be reimbursed for expenses related to Board service.

Section 8. Removal. Any officer elected or appointed 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 thereby.

#### ARTICLE IX ADMINISTRATIVE AND FINANCIAL PROVISIONS

Section 1. Fiscal Year. The fiscal year of the corporation shall be the period from January 1 to and including December 31 of the same year.

Section 2. Loans Prohibited. No loans shall be made by the corporation to any officer or to any director.

Section 3. Corporate Seal. The corporation shall not have a seal.

Section 4. Books and Records. The corporation shall keep current and complete books and records of account and minutes of the proceedings of its Board of Directors.

Section 5. Amendment of Bylaws. These Bylaws may be altered, amended, or repealed by the affirmative vote of a majority of the Board of Directors at any annual or special meeting of the Board.

Section 6. Annual Report and Audit. Annual Reports consisting of tax returns and internal financial statements shall be presented to the Board of Directors on or before the due date of the annual tax returns. The need for audited financial statements will be determined annually by the Board of Directors.

Section 7. Rules of Procedure. The rules of procedure at meetings of the Board of Directors of the corporation shall be the rules contained in Robert's Rules of Order on Parliamentary Procedure, as amended, or other recognized parliamentary rules, 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 this 26<sup>th</sup> day of September 2019

Revised January 24, 1996	Article II, Section 4	Election and Term
Revised March 4, 1998	Article III, Section 4	Quorum
Revised January 27, 1999	Article VIII, Section 4	Administrative and Financial Provisions
Revised August 25, 1999	Article VIII, Section 6	Annual Report and Audit

As revised September 26, 2019

Revised February 27, 2002	Article III, Section 1	Annual Meeting
Revised, June 13 <sup>th</sup> , 2007	Article III, Section 3; Article IV, Section 2; Article V, Section 1	Electronic Communications.
Revised September 26, 2019	Article VI Section 2, Article I	Errors and Omissions Insurance <u>Statement of Purpose</u>
	<u>Article III, Section 3</u>	<u>Qualifications of Directors</u>
	<u>Article III, Section 4</u>	<u>Executive Committee</u>
	<u>Article III, Section 7</u>	<u>Power to Create Committees</u>
	<u>Article III, Section 8</u>	<u>Limitations to Powers of Committees</u>
	<u>Article IV, Section 4</u>	<u>Quorum</u>
	<u>Article VIII, Section 7</u>	<u>Compensation</u>