

BY-LAWS

JOSEPHINE COMMUNITY LIBRARIES

ARTICLE I: Purpose

This corporation shall be organized and operated exclusively for charitable, scientific, literary, and educational purposes. Subject to the limitations stated in the Article of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and §501(c)(3) of the Internal Revenue Code of 1954 (or its corresponding future provisions).

ARTICLE II: Membership

This corporation shall have no members.

ARTICLE III: Board of Directors

Section 1. Duties.

The affairs of the corporation shall be managed by the Board of Directors.

Section 2. Number and Qualifications.

The number of Directors shall be a minimum of five members.

Section 3. Term and Election.

Except for the initial adjustments of shorter terms needed in order to create staggered terms, the term of office for Directors shall be two years. The Board shall make provisions to stagger the terms of Directors so that each year the terms of as close as possible to one-half of the Directors shall expire. A Director may be reelected without limitation on the number of terms she or he may serve. The board shall elect its own members, except that a Director shall not vote on that member's own position.

Section 4. Removal

Any Director may be removed, with or without cause, by a vote of two-thirds of the Directors then in office, in which the Director sought to be removed shall be entitled to vote.

Section 5. Vacancies.

Vacancies on the Board of Directors and newly created board positions will be filled by a majority vote of the Directors then on the Board of Directors.

Section 6. Quorum and Action.

A quorum at a board meeting shall be a majority of the number of Directors prescribed by the Board, or if no number is prescribed, a majority of the number in office immediately before the meeting begins. If a quorum is present action is taken by a majority vote of the directors present, except as otherwise provided by these By-laws. Where the law requires a greater than a majority vote of the directors in office, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, or to dissolve, or for other matters, such action is taken by that majority as required by law.

Section 7. Regular Meetings.

Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. No other notice of the date, time, place, or purpose of these meetings is required.

Section 8. Special Meetings.

Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Director personally or by telephone or by mail not less than two days prior to the special meeting.

Section 9. Meeting by Telecommunication.

Meetings of the Board of Directors may not be held by telephone or telecommunications.

Section 10. Salaries

Directors shall not receive salaries for their Board services, but may be reimbursed for expenses related to Board services.

Section 11. Action by Consent.

Any action required by law to be taken at a meeting of the board, or any action which may be taken at a board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors.

ARTICLE IV: Committees

Section 1. Executive Committee.

The Board of Directors shall not elect an Executive Committee.

Section 2. Other Committees.

The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees shall be advisory committees.

ARTICLE V: Officers

Section 1. Titles.

The officers of this corporation shall be the President, Secretary and Treasurer. These and all other officers may be removed by a majority vote of the Board of Directors. The President and Secretary shall be members of the Board of Directors.

Section 2. Election.

The Board of Directors shall elect the President and Secretary to serve, at the pleasure of the Board of Directors.

Section 3. Vacancy.

A vacancy of the office of President or Secretary shall be filled as soon as reasonably possible.

Section 4. Other Officers.

The Board of Directors may elect or appoint other officers, agents and employees as it shall deem necessary and desirable. They shall hold their offices at the pleasure of the Board of Directors and have such authority and perform such duties as shall be determined by the Board of Directors.

Section 5. President.

The President shall be the chief officer of the corporation and shall act as the Chair of the Board. The President shall have only such powers and duties as may be prescribed by the Board of Directors.

Section 6. Secretary and Treasurer.

The Secretary shall have overall responsibility for all record keeping and shall perform, or cause to be performed, (a) recording of the minutes of all proceedings of the Board of Directors; (b) notices of all meetings of the Board of Directors; (c) authentication of the corporate records.

The Treasurer shall cause to be kept accurate accounts of all financial records of the corporation, deposit all assets in such depositories as are designated by the Board of Directors, disburse such funds as are authorized, and make such financial reports as directed by the Board of Directors.

The Board of Directors is authorized to modify and supplement the above duties.

ARTICLE VI: Corporate Indemnity

This corporation will indemnify its officers and directors to the fullest extent allowed by Oregon Law.

ARTICLE VII: Amendments to By-laws

These By-laws may be amended or repealed, and new By-laws adopted, by the Board of Directors by a majority vote of Directors present, if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least seven days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the By-laws and shall contain a copy of the proposed amendment.

ARTICLE VIII: Distribution of Dissolution

In addition to the requirements of Item 8 of the Articles of Incorporation, upon the dissolution of the corporation assets shall be distributed to an organization or organizations that benefit libraries in Josephine County.

DATE ADOPTED: _____

SIGNATURE OF CORPORATE OFFICER: _____
President