**FRIENDS OF THE WOODBURN PUBLIC LIBRARY**

**BY-LAWS**

**(Adopted January 2017)**

Friends of the Woodburn Public Library (Friends) is a non-profit service-oriented group dedicated to the advancement of Woodburn and the surrounding community through its library.

1. **NAME**

The name of this organization shall be Friends of the Woodburn Public Library (Friends).

1. **PURPOSE**

The purpose of this organization shall be to develop and maintain an association of persons interested in the Woodburn Public Library and to focus the public’s attention on library services.

1. **MEMBERSHIP**
2. Membership in the organization shall be open to individuals, civic groups, and others when such representation is desired.
3. The fiscal year for the organization shall be May 1 – April 30.
4. Membership with annual dues structures are as follows:
   1. Individual $20

Amended to eliminate fees on February 5, 2022. Passed though revisit on April 9 to follow process correctly.

* 1. Family $30
  2. Civic Groups $50
  3. Individual Lifetime (paid once only) $200
  4. Dues may be prorated in six month increments (excluding d.)

1. Each dues paying individual, family, organization or lifetime membership shall be entitled to one vote.
2. **OFFICERS**
3. The Board of the Friends shall conduct the affairs of the organization. The Board shall be comprised of the officers, any standing committee chairs, any at-large members and the library director. They will serve without compensation.
4. A slate of officers shall be presented and voted upon at the April Board meeting of alternating years with new officers assuming their duties at the July meeting.
5. The officers of the Friends shall be President, Secretary, and Treasurer. The President will appoint standing committee chairmen and at-large members.
6. Term of office shall be two (2) years. Terms shall run from May 1 through April 30 of the subsequent year.
7. Officer’s positions and/or terms may be repeated.
8. The Board shall meet quarterly on the second Tuesday of January, April, July, and October. The members of the Board attending a meeting shall constitute a quorum for the transaction of business.
9. Vacancies on the Board shall be filled by a vote of the membership.
10. A special called meeting of the Board may be held at the request of three of its members.
11. Duties of officers:
    1. The President shall chair the Board and conduct the meetings of the organization, appoint committee chairmen as needed, and coordinate the agenda for meetings. President responsibilities include notifying the membership and providing the agenda in advance of the meetings. The President is an ex-officio member of all committees, except the nominating committee.
    2. The Secretary will record the minutes of the meetings and write any correspondence necessary by the membership. Copies of the minutes shall be distributed to the Board before scheduled meetings.
    3. The Treasurer is responsible for signing all checks, making deposits, paying organization debts, and making regular written reports to the membership at meetings. Treasurer will make annual filings with the Oregon Secretary of State and the Internal Revenue Service.
12. **COMMITTEES AND DUTIES**

No committee will act as a separate entity. The Board should be apprised of new and developing issues and shall have the authority to establish policies and procedures as needed. The President may appoint ad-hoc committees as the need arises. Chairpersons of ad-hoc committees are not voting members of the Board.

1. **STANDING COMMITTEES**
   1. Membership Committee is responsible for encouraging new members.
   2. Fund Raising Committee is responsible for the used book sales and any short-term fund raising projects approved by the Board. The Fund Raising Committee will work closely with the President and the Board to plan and schedule fund raising events.
   3. Publicity Committee is responsible for providing publicity of all type for events, meetings and activities of the organization. Committees requesting publicity shall work through the Publicity Committee.
2. **MEETINGS**

The organization shall hold regular membership meetings. The Board shall be responsible for planning business meetings and programs at times convenient to the membership. The members attending a meeting shall constitute a quorum for the transaction of business.

1. **VOTING**
   1. All motions brought before the membership for approval must pass by a majority vote of those in attendance or by proxy vote give to the President or Secretary.
   2. All motions brought before the Board must have a majority vote of those attending for adoption or approval by the Board.
   3. Votes brought before any committee, standing or ad-hoc, will pass upon the majority approval of those committee memmbers attending the meeting.
   4. The president may allow members of the board to vote on a pending measure by email or text under either of the following circumstances:
      1. The president determines that it is necessary for the board to make a decision before the board’s next scheduled meeting. The president may accept a motion and a second on the motion by email or text.
      2. A meeting of the board is called and the number of members present at the meeting is less than a quorum. The president may accept a motion and a second on the motion from among the members present at the meeting.
      3. Under the circumstances set forth in (a) or (b) above, the president shall then send the wording of the motion to all members of the board by email or text and direct the members to vote on the motion by email or text by a date and time established by the president; provided that such date and time shall not be less than 48 hours from the time the motion is sent to the members, uncles the president determines that the matter is of such urgency that it cannot be delayed for 48 hours. Votes sent to the president by email or text after the time designated will not be counted. At the expiration of the time established, the president shall send by email or text to all members a tally showing the votes cast by each member and the results of the vote for the record. The minutes of the meeting shall show the names of the members who voted by email or text and how they voted.
2. **FUNDS**
   1. The Treasurer, who shall be responsible therefore, shall maintain a book of accounts. The annual budget format shall be a line item budget set up.
   2. Any expenditure will require a majority vote by the elected officers enumberated in IV.I.C.
   3. The Board shall appoint an auditor, not an officer, to audit the Treasurer’s books at the end of the year.
   4. Upon dissolution of the organization, all monies will be distributed as determined by majority votes of the membership.
3. **AMENDMENTS**

The Bylaws may be amended at any regular meeting of the organization. The proposed amendments will be prepared by the Board and be provided to each member in writing at least two (2) weeks before the meeting date at which time the changes will be presented. Bylaws will be adopted by a simple majority vote of attending members.

1. **PARLIAMENTARTY AUTHORITY**

The Friends shall use the latest edition of *Robert’s Rules of Order.*