

**RESTATED BYLAWS
OF
THE ALOHA COMMUNITY LIBRARY ASSOCIATION**

Approved by Board of Directors – January 20, 2021

ARTICLE 1 – NAME AND OBJECT

Section 1: This Association shall be known as the ALOHA COMMUNITY LIBRARY ASSOCIATION, hereinafter referred to as the “Association,” and its principal office shall be located in the community of Aloha in Washington County, Oregon.

Section 2: It shall be a Public Benefit Corporation. It shall have as its object the establishment and operation of a community library open to the general public on a nonprofit basis consonant with the provisions set forth in its Articles of Incorporation and with prevailing public law; and it shall be competent to receive donations of money, books, and other property for the uses and purposes of the Association.

Section 3: Aloha Community Library Association adopted its Articles of Incorporation on May 31, 2011, at 19937 SW Oak Court, Aloha, OR 97007. The Articles of Incorporation were filed August 8, 2011.

Section 4: Volunteers will play a critical role in establishing and operating the Aloha Community Library. The Association strongly endorses the principles of voluntarism or community service. The Association encourages the broadest possible level of participation by volunteers in the Library’s affairs to best serve Library patrons and to build and maintain strong support for the Library in the community at large.

Section 5: If the context of these Bylaws so requires, the singular pronoun shall be taken to mean and include the plural, the masculine and the feminine.

ARTICLE II – MEMBERSHIP

Section 1: Membership in this Association shall be available to any person without regard to actual or perceived age, sex, race, color, creed, disability, sexual orientation, national origin, or any other protected class in accordance with federal, state, or local law. In the event of any conflict between federal, state, or local, law, the Association shall, to the extent it can do so, adhere to the law that affords the greatest protections to its Members.

Section 2: Membership is open to any individual or organization who supports the objectives, policies, and Bylaws of this Association, and who donates their time, property, or money. The amount of the minimum annual donation of time, property, or money may be determined by the Association from time to time at the Association’s discretion.

Section 3: The designated annual donation shall constitute one “Membership” with one vote in the Association. Organizational members only receive one vote.

Section 4: The Association may conduct an annual enrollment of Members, but persons may be admitted to Membership at any time.

Section 4: Only Members in good standing in the Association shall be eligible to participate in its business meetings or to serve in any of its elective or appointive positions.

Section 5: Each Member of the Association shall be entitled to attend and to vote at any meeting of the Association, if personally or digitally present. In voting at a meeting of the Association, the act of a majority of Members in attendance shall be the act of the Members unless otherwise provided by law or these Bylaws.

Section 6: The Library shall be open for use by the general public and Membership is not required.

ARTICLE III – ASSOCIATION MEMBERSHIP MEETINGS

Section 1: There shall be an annual meeting of the Members of the Association at a time and place determined by the Board of Directors (“Board”) for the purpose of receiving and approving reports from the officers; for nominating and electing directors (when they are to be elected as herein provided) and for the transaction of such other business as may be presented by the officers or from the floor. The Board shall present nominees for elective vacancies at the election. Nominations shall also be accepted from the floor. If, for any cause, the annual meeting shall not be held at the appointed time, it may be held anytime thereafter upon the call of the President, or three Directors, or at least ten (10) Members.

Section 2: Notice of the time, place and purpose of each meeting of the Members shall be given to the Membership by written notice or such other notice as is fair and reasonable. Notice of each meeting shall be made via the website and posted in the library for no less than ten (10) days immediately prior to the day of the meeting. The notice shall contain a description of any matter or matters which must be specifically approved by the Members pursuant to statute. Notice of any special meeting shall include a description of the purpose or purposes for which the meeting is called.

Section 3: The President shall also, at the written request of three Directors or ten (10) Members, stating the purpose thereof, call a special meeting of the Association. Should the President fail to call the meeting within thirty (30) days, then three Directors or any person on behalf of the ten (10) Members submitting any written demand for a meeting may call the same by giving notice at least fifteen (15) business days before the proposed meeting date and the Board of Directors shall publish and post the requisite notice pursuant to Section 2 of this Article III.

Section 4: All meetings of the Association shall be held in Washington County, Oregon. If legal requirements dictate, Association meetings may be held digitally. A member is considered present at a digital meeting if they are on the phone, video, or otherwise considered present by the President.

Section 5: Meetings do not require a minimum number of Members in attendance, those present constitute a quorum. There shall be no proxies. Directors may be voted on as a slate of candidates or individually.

Section 6: The record date for the purpose of determining Members' entitlement to notice, to vote or take any other lawful action shall be the day before the day on which the first notice of meeting is posted. The Secretary shall prepare or cause to be prepared an alphabetical list of the names, addresses and membership dates of all of its Members. That list shall be available for inspection by any Member for the express and limited purpose of communicating with other Members concerning the meeting, beginning two (2) business days after notice of the meeting is given for which the list was prepared and continuing through the meeting. The list may not be copied. The Association shall make reasonable efforts not to include on the list the name, address, or membership date of any Member who provides prior written notice that the Member prefers that his or her information remain confidential and not shared with other Members pursuant to this Section 6.

ARTICLE IV – DIRECTORS, OFFICERS AND THEIR DUTIES

Section 1: All the property, powers and legal rights of the Association shall be vested in a Board of Directors, in trust, for carrying out its objectives. The Board of Directors shall have the power to fill all vacancies in its own body occurring from resignations, removal, or death. Such appointments shall be for the unexpired term. The terms of the Board positions shall be three (3) years and start at the meeting immediately following their appointment to the Board.

The Board shall also have the power to take any action which in its judgment may be proper and necessary to conduct the business of the Association.

Section 2: The number of Directors shall be no less than six (6) and no more than eleven (11), who shall be elected as herein provided and shall hold office for three years each, unless any one or more is removed sooner by resignation or by permanently leaving the area or as hereinafter provided by these Bylaws.

Section 3: The Board of Directors annually, no later than the next regular Board meeting following the election of Directors, shall elect a President, Vice President, Secretary and Treasurer, all of whom shall be members of the Board, who shall be officers of the Association.

Section 4: A majority of Directors in office shall constitute a quorum of the Board of Directors, and a majority of all present shall be necessary to carry any measure. When a

quorum is present and there is a tie, the President may cast the deciding vote. In other circumstances, the President shall not vote nor, while presiding, make a motion.

Section 5: The President of the Board of Directors shall oversee the governance of all meetings of the Association and the Board of Directors. The President shall have the power to call special meetings of the Association and Board of Directors whenever the President deems it expedient and shall call such meetings as are hereinafter provided for. The President shall at each Annual Meeting make a report of the general activities and condition of the Association. After the President's term they shall transition into Immediate Past President until a new President's term ends.

Section 6: The Vice President shall be the President-elect and shall become President when the current President moves to the position of Immediate Past President, unless otherwise agreed to by a majority of the Board. The Vice President (President-elect), during the absence or disability of the President, shall carry out the duties of the President.

Section 7: The Secretary shall keep a record of the Association meetings and Directors meetings and provide Directors with copies thereof; shall post minutes of each on the Association bulletin board and at the Association website; send notices of regular meetings of the Board of Directors to the members thereof and post a notice of such on the Association bulletin board and on the Association website for the benefit of all Association members; conduct the correspondence of the Board and keep a record thereof; and, perform such other duties as may be required by the Board of Directors. Any of the foregoing duties may be performed by the Secretary or may be caused to be performed by the Secretary, unless the Board specifically directs the Secretary to perform the same in person.

Section 8: The Treasurer shall oversee the custody of all funds of the Association, the direct responsibility for which may be vested in the Library Director and, by supervisory authority, the Office Manager. The Treasurer shall see that Association books are reviewed or audited annually by an independent CPA as directed by the Board of Directors or as prescribed by the Washington County Cooperative Library Services. The Treasurer shall monitor and interpret financial statements presented to the Board on a regular basis.

Section 9: In case of the absence or disability of both the President and the Vice President, any of the Directors selected by the Board shall carry out the duties of the President.

Section 10: Missing three consecutive Board meetings or missing four meetings without approval by the President within a fiscal year may be cause for the Board to terminate the Director's membership on the Board.

Section 11: The President may call a digital meeting when necessary to facilitate the business of the Board. A Director is considered present at a digital meeting if they are on the phone, video, or otherwise considered present by the President.

Section 12: Members of the Board of Directors shall not be compensated for their service on the Board. A member of the Board of Directors shall not be employed by the Association except as an independent contractor with full disclosure of any potential conflict of interest.

Section 13: Resignation by a Board Director or Officer shall be submitted in writing to the President who shall deliver the same to the Board.

ARTICLE V – MEETINGS OF DIRECTORS

Section 1: Regular meetings of the Board of Directors shall be held monthly; the time, date and location to be determined by Board action. Regular Board meetings shall be open to all Association Members who shall be allowed to comment and introduce business as provided in the Standing Rules of Order.

Section 2: Special meetings of the Board of Directors may be called by the President at any time or upon the application in writing of any three Directors. All special meetings of the Board shall be open to the Members. It shall be the duty of the President to call such meetings, and to give notice of the same to all the Directors. The President shall cause notice of each special meeting to be posted on the Association website for the notification of Association Members. Executive or closed meetings of the Board may be held for matters such as personnel, litigation, leasing or similar property purchase or sale matters, or any other matters deemed to be private or confidential.

Section 3: The Order of Business shall be included in the Standing Rules of Order, which Rules may be amended by a majority vote of the Directors from time to time.

Section 4: All meetings of the Directors shall be held in Washington County. The Directors may take action by majority written or email consent; such action shall be included in the minutes of the next Board meeting.

Section 5: Notice of all regular meetings of the Board of Directors shall be posted on the website. The agenda of all regular and special meetings of the Board shall be posted on the Association website not less than two (2) days preceding any regular meeting and two (2) days preceding any special meeting. Announcement of any special meeting of the Board must be preceded by at least two days' notice to each Director of the date, time and place of the meeting. The notice need not state the purpose.

ARTICLE VI – FINES

Section 1: Fines shall be established and imposed as determined by the Washington County Cooperative Library Service.

ARTICLE VII – FINANCES

Section 1: The fiscal year of the Association shall commence the first day of July of each year.

Section 2: Any banking arrangement of the Association authorized by the Board of Directors can be made by the Library Director and, by supervisory authority, the Office Manager. The President, Treasurer, Library Director, and Assistant Library Director may withdraw funds from the Association's accounts for proper Association business as long as such expenditures are authorized by the Association's annual budget. Checks shall not be signed by the person who prepares them. The Board of Directors must approve any expenditure not authorized by the annual budget before such expenditure is made.

Section 3: There shall be no commitment of funds not actually in hand without prior authorization by the Board of Directors.

Section 4: The Board shall conduct all the financial affairs of the Association in accordance with an annual budget that shall include all anticipated income, expense and capital expenditure items. It shall be submitted both in annual form, and to the extent possible, broken down by month. The Board shall approve and adopt said budget as submitted by the Treasurer.

Section 5: The annual budget shall be submitted by the Treasurer for Board approval by the last regular Board meeting of the Association fiscal year.

Section 6: The annual budget may be revised by the Board of Directors at any Board meeting.

Section 7: The Association shall purchase appropriate property and liability insurance that covers the Treasurer, Library Director, Office Manager, Assistant Library Manager and other Board Members, employees, and volunteers who handle Association funds or have custody of Association assets.

ARTICLE VIII – COMMITTEES

Section 1: The Board may form committees from time to time. The chair of each committee shall report to the Board regularly on the committee's activities, on any items requiring Board action, on any recommendations of the committee, and any such matters as may be designated by the Board.

Section 2: Executive Committee The Executive Committee shall consist of the President, the Vice President (President-elect), and the Immediate Past President.

ARTICLE IX – RECORDS AND BOOKS

Section 1: The Association shall keep the records required by ORS 65.771. The records referred to in ORS 65.771 shall be available for inspection by any Member as

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provided in ORS 65.774 through 65.782, and such books and records shall also be available for inspection by any person as provided by ORS Chapter 192 (including but not limited to the Inspection of Public Records statutes, ORS 192.410 to 192.505), as applicable. Copies of these records are available upon request.

ARTICLE X – DISCIPLINARY ACTION AGAINST BOARD OR ASSOCIATION MEMBERS

Section 1: A majority of Members with or without cause may remove one or more Directors elected by them, and may so remove any Director elected by the Board to fill the vacancy of a Director elected by the Members. The Board of Directors at any time with or without cause may remove any officer the Board has the power to elect. The foregoing cause includes but is not limited to failure to act in good faith, official misconduct, neglect of duty, gross immoral conduct as defined by law, or abuse of trust.

Section 2: If any Association Member shall wantonly create a disturbance of any meeting of the Association or Board, or shall devise or take part in any activity designed to injure the Association, or shall purposely damage or convert property of the Association, the Member may be terminated or suspended by the Board pursuant to ORS 65.167.

ARTICLE XI – LIBRARY DIRECTOR

Section 1: The Library Director shall be appointed by the Board and serve at its discretion. The Library Director shall not be a member of the Board of Directors.

Section 2: The Library Director shall be the general manager of the Library and shall administer the Library's activities in accordance with the policies and direction of the Board.

Section 3: The Library Director shall keep the Board informed on Library operations, and shall cooperate with the Board in providing the Board with reports, records and information needed in the Board's work.

Section 4: The Library Director shall prepare an annual budget for the Library for submission to the Board.

Section 5: The Library Director shall administer the Library budget in accordance with its provisions and the policies of the Board.

Section 6: The Library Director shall abide by the guidelines and policies as may be established by the Washington County Cooperative Library Services and by any and all contracts with the Washington County Cooperative Library Services.

ARTICLE XII – USE OF THE LIBRARY

Section 1: The Library shall be open to the general public at the hours determined by the Library Director.

Section 2: Persons shall be entitled to the check-out privileges of the Library under such rules and regulations as the Board of Directors may prescribe in line with the guidance of the Washington County Cooperative Library Services. Check-out privileges of any person may be discontinued at the discretion of the Library Director.

Section 3: The Library may be used for certain purposes exclusive to Members of this Association, including annual, special and Board meetings and other events that may be approved and scheduled by the Board of Directors, but which shall not be in conflict with normal library operations.

Section 4: Designated Library facilities may be used for educational meetings and similar purposes pursuant to Standing Rules as may be from time to time adopted by the Board. Such use shall not conflict with regular Library functions or Association and Board meetings.

Section 5: Some books, because of fragile condition or significant value or extreme scarcity, may be kept locked and restricted from circulation outside the Library proper. However, such books shall be available for use within designated areas of the Library by any responsible person.

ARTICLE XIII – AMENDMENTS

Section 1: These Bylaws, except for this Article, may be amended or modified by a majority vote of the Directors present at any meeting of the Board at which a quorum is present. Any amendment to this Article must be approved by the Association Members before becoming effective. All amendments shall be effective when adopted unless modified or repealed by the Association Members at a meeting in which such purpose is stated in the notice thereof.

Section 2: The Board shall give notice to the Members of each amendment of these Bylaws adopted by the Board not later than thirty (30) days after adoption by notice on the website and by posting notice and copies of changes at the Library. The Board shall call a special meeting immediately preceding the annual meeting for the purpose of ratifying any amendments to the Bylaws adopted by the Board since the last special meeting.

Section 3: In the event any three Directors or ten (10) Members so demand in writing, the President shall call a special meeting of the Association Members for the purpose of considering any further amendments or modifications of the Bylaws. The President shall follow the following procedure:

- (a) Notice of a special meeting of the Members of the Association shall be given.

(b) The notice shall state the last amendments to the Bylaws adopted by the Board and any changes or objections proposed by the persons requesting the meeting. The notice shall state any pre-existing wording, the newly adopted wording and any proposed wording.

(c) A quorum shall be Members who are present at the meeting and the act of a majority thereof shall be the act of the Membership.

ARTICLE XIV – INDEMNITY

The Association shall indemnify each Director to the extent permitted by law.

ARTICLE XV – PARLIAMENTARY AUTHORITY

The rules contained in “Robert’s Rules of Order Newly Revised” shall supplement the rules and regulations adopted by this Association and shall govern in all cases in which said Rules of Order are applicable and insofar as they are not inconsistent or in conflict with applicable laws, these Bylaws or rules and regulations adopted by this Association.

ARTICLE XVI – ADOPTION

These re-stated By-Laws were adopted by the Board on the 20th day of January, 2021. The prior revisions were adopted on the 20th day of July, 2017, and were ratified by members of the Aloha Community Library Association at the October 18, 2017, annual meeting of members.