

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

Approved by Board of Directors – September 25, 2024

**ARTICLE I – 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 (the “Library”) 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 over the age of 14 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 Board of Directors of the Association from time to time at the Board's discretion. Members of the Association shall be referred to as "Guardians" (i.e. "Guardians" of the Library) to distinguish members of the Association from Library patrons (i.e. "members" of the Library).

Section 3: Individuals and organizations may become Guardians by making an annual donation to the Association. All Guardians are entitled to one vote on any matter that goes before a vote of the Association's members.

Section 4: The Association may conduct an annual enrollment of Guardians, but individuals and organizations may be admitted at any time as Guardians of the Association. All who wish to continue as Guardians of the Association must renew their commitment during the annual enrollment of Guardians, without regard for when they first joined as a Guardian of the Association.

Section 4: Only Guardians of 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 Guardian of the Association shall be entitled to attend and to vote at any meeting of the Association, if present physically or through means of remote communication (i.e. videoconference). In voting at a meeting of the Association, the act of a majority of Guardians in attendance shall be the act of the Guardians unless otherwise provided by law or these Bylaws.

Section 6: The Library shall be open for use by the general public and members of the Library are not required to be Guardians of the Association.

### **ARTICLE III – ASSOCIATION MEMBERSHIP MEETINGS**

Section 1: There shall be an annual meeting of the Guardians 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 annual meeting. Nominations shall also be accepted from the floor. If, for any cause, the annual meeting is not 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) Guardians.

Section 2: Notice of the time, place and purpose of each meeting of the Guardians of the Association shall be given to the Guardians by written notice or such other notice as is fair and reasonable. Notice of each meeting shall be made via the Association's 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 Guardians 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 at least ten (10) Guardians, 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 Guardians 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. Association meetings may be held digitally (i.e. videoconference). A Guardian 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 Guardians 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 Guardians' 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, and membership dates of all of the Guardians of the Association.

#### **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, and any vacancy may be filled at any meeting of the Board by a vote of a majority of the Directors then in office. 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, by permanently leaving the Aloha community in Washington County, 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 Directors, who shall be officers of the Association. Each officer shall serve a one year term and may be elected to multiple terms. In the event of a vacancy, an officer may hold more than one position.

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. The President may also serve as the Treasurer, but may not hold the role of Secretary concurrently while serving as President.

Section 6: The Vice President shall become President if the President role becomes vacant, unless otherwise agreed to by a majority of the Board. The Vice President, during the absence or disability of the President, shall carry out the duties of the President. The Vice President, or an Officer designated by the President, shall be responsible for overseeing the annual enrollment of Guardians and shall help coordinate the process for establishing the annual donation of time, money, or property sufficient to become a Guardian of the Association, subject to the approval of the Board.

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 Guardians; 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 remove that Director from 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 every other month; the time, date and location to be determined by Board action. Regular Board meetings shall be open to all Guardians of the Association 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 Guardians of the Association. 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 Guardians of the Association. 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 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 or remotely using digital means. 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 Association 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 may 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, Treasurer, and Secretary.

## **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 Guardian as 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, and the Association may charge reasonable fees related to such requests.

## **ARTICLE X – DISCIPLINARY ACTION AGAINST BOARD OR ASSOCIATION MEMBERS**

Section 1: A majority of Guardians 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 Guardians. 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 Guardian of the Association wantonly creates a disturbance of any meeting of the Association or Board, or devises or takes part in any activity designed to injure the Association, or purposely damages or converts property of the Association, the individual's status as Guardian 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 Guardians 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, as determined in the discretion of the Library Director.

## **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 Guardians of the Association before becoming effective. All amendments shall be effective when adopted unless modified or repealed by the Guardians of the Association at a meeting in which such purpose is stated in the notice thereof.

Section 2: The Board shall give notice to the Guardians 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 at least ten (10) Guardians so demand in writing, the President shall call a special meeting of the Association Guardians 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 Guardians 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 Guardians who are present at the meeting and the act of a majority thereof shall be the act of the Guardians.

#### **ARTICLE XIV – INDEMNITY**

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

#### **ARTICLE XV – PARLIAMENTARY AUTHORITY**

The Board shall adopt rules of order to promote the orderly conduct of business at all Association meetings, which 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 XX day of MONTH, 2024, and were ratified by Guardians of the Association on MONTH xx, 2024. The prior revisions were adopted on January 20, 2021, and revisions prior to that were adopted on July 20, 2017, and were ratified by members of the Association at the October 18, 2017, annual meeting of members.