

**BYLAWS  
OF  
CHETCO COMMUNITY PUBLIC LIBRARY ENDOWMENT FUND, INC.**

**ARTICLE I – PURPOSE**

The purpose for which this corporation was organized in November, 1985 is to establish and administer an endowment fund to contribute to the support and development of the Chetco Community Public Library.

**ARTICLE II – TAX STATUS**

1. The Chetco Community Public Library Endowment Fund was granted tax exempt status from Federal income tax under section 501 (c) (3) of the Internal Revenue Code. Contributions to the Fund are tax deductible under section 170 of the Code. The Fund may also receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Code. The Fund is classified as a public charity and will remain as such until termination.

**ARTICLE III - NAME, SEAL AND OFFICES**

1. NAME: The name of this Corporation is Chetco Community Public Library Endowment Fund, Inc.
2. SEAL: The Corporation shall not have a seal.
3. OFFICE: The principal office of the Corporation shall be at 405 Alder Street, Brookings, OR and at such other places within the Chetco Community Public Library District as the Board of Directors may, from time to time, appoint as the purposes of the Corporation may require.

**ARTICLE IV - STOCKS**

1. The Corporation shall not sell any stock nor shall it have any ownership members.

**ARTICLE V – DIRECTORS**

1. NUMBER: The number of directors of the Corporation shall be five and shall include:
  - A. The current Chair of the Chetco Community Public Library District Board of Directors or that person’s chosen representative.
  - B. The current Treasurer of the Chetco Community Public Library District Board of Directors or that person’s chosen representative.

**ARTICLE V – DIRECTORS** *continued*

C. The three additional directors shall not be current members of the Chetco Community Public Library District Board of Directors.

D. All Directors shall reside in the Chetco Community Public Library District.

2. DURATION IN OFFICE: The directors that serve as a result of their position on the Chetco Community Public Library District Board shall serve concurrent with their qualifying position on that board. Directors serving that are not members of the Chetco Community Public Library District Board shall serve a term of two years.

3. RESIGNATION: Any director may resign at any time by giving written notice of such resignation to the Board of Directors Chairperson or Secretary. The resignation will be effective upon receipt, unless a later date is specified in the notice.

4. VACANCY: Any vacancy occurring in positions held by representatives of the Chetco Community Public Library District Board of Directors, shall be promptly called to the attention of the presiding officer of that Board. Any vacancy occurring in other positions shall be filled by the affirmative vote of a majority of the directors then serving and shall continue to serve the remainder of the term.

5. ANNUAL MEETING OF DIRECTORS: The annual meeting of the directors of the Corporation shall be held at the principal office of the Corporation during November of each year for the purpose of electing officers, appointing directors and for transaction of such other business as may properly come before the Board.

6. REGULAR MEETINGS: The Board of Directors shall set the date, time and location of regular meetings of the Board.

7. SPECIAL MEETINGS: Special meetings of the Board of Directors may be called by the Chairperson or Vice-Chairperson and must be called by either of them on the written request of any director of the Board. Meetings may be held by remote communication.

8. NOTICE OF MEETINGS: Except for regular meetings, notice of all directors' meetings shall be given by mail or electronic notification at least five days before the meeting to the usual business or residence addresses of the directors, but such notice may be waived by any director. Any business may be transacted at any directors' meeting. At any meeting at which all the directors shall be present, even though without any notice or waiver thereof, any business may be transacted.

9. CHAIRPERSON: At all meetings of the Board of Directors, the Chairperson or Vice-Chairperson, or in their absence an acting chairperson chosen by the directors present shall preside.

**ARTICLE V – DIRECTORS** *continued*

10. QUORUM: At all meetings of the Board of Directors, a majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of the majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these Bylaws.

11. TRANSACTIONS: The directors may make contracts, enter transactions or otherwise act on behalf of the Corporation in any way permitted by the Oregon Non-Profit Corporation Law provided, however, that no contract, transaction or act shall be taken on behalf of the Corporation if such contract, transaction, or act is a prohibited transaction or would result in the denial of tax exemption under section 503 or section 507 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

12. COMPENSATION: The directors shall not receive any salary nor other compensation for their services but the directors may be reimbursed for out-of-pocket expenses incurred in the performance of their duties.

13. DUTIES: The Board of Directors shall present at the annual meeting a report, verified by the Chairperson and Treasurer or by a majority of the directors showing in appropriate detail the following:

- a. The assets and liabilities including the trust funds of the Corporation as of the end of the fiscal year immediately preceding the annual meeting.
- b. The principal changes in assets and liabilities during the year immediately preceding the date of the report.
- c. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes for the year immediately preceding the date of the report.
- d. The expenses and disbursements of the Corporation during the year immediately preceding the date of the report.
- e. This report shall be made available to the public.
- f. This report shall be made available to the Chetco Community Public Library District Board of Directors.

**ARTICLE V – DIRECTORS continued**

14. **LIABILITY:**

- a. The directors shall not be liable for any losses that may be incurred upon the investments of the assets of the Fund except to the extent that such losses shall have been caused by bad faith or gross negligence.
  
- b. No director shall be personally liable to the Corporation or to any third party as long as she or he acts in good faith and with ordinary prudence.
  
- c. Each director shall be liable to the Corporation and to third parties for his or her own intentional misconduct or gross negligence. Under no circumstance shall any director be held liable for the acts or omissions of any other director.
  
- d. No director shall engage in any self-dealing or transactions with the Fund in which the director has direct or indirect financial interest and shall at all times refrain from any conduct in which her or his personal interests would conflict with the interest of the Fund. If a director has a direct or indirect financial interest in a transaction, he or she must announce the conflict to the Board of Directors and recuse himself or herself from participating in the discussion or voting on the matter. The announcement and recusal shall be recorded in the minutes.

**ARTICLE VI – OFFICERS**

- 1. **NUMBER:** The officers of the Corporation shall be the Chairperson, Vice-Chairperson, Secretary, Treasurer and such other officers, with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors. Any two offices, except those of Chairperson and Vice-Chairperson may be held by the same person.
  
- 2. **ELECTION:** All officers shall be elected by the Board of Directors from among their number at each annual meeting of the Board of Directors.
  
- 3. **VACANCIES:** In case any office of the Corporation becomes vacant by death, resignation, retirement, disqualification or any other cause, the majority of the directors then in office may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve for the remainder of the term filled.
  
- 4. **CHAIRPERSON:** The Chairperson shall preside at all meetings of the Board of Directors. He/she shall have and exercise general charge and supervision of the affairs of the Corporation and shall do and perform other duties as may be assigned by the Board of Directors.

## **ARTICLE VI – OFFICERS** *continued*

5. VICE-CHAIRPERSON: At the request of the Chairperson, or in the event of his/her absence or disability, the Vice-Chairperson shall perform the duties and possess and exercise the powers of the Chairperson and to the extent authorized by law, the Vice-Chairperson shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned by the Board.

6. SECRETARY: The Secretary shall have charge of such books, documents and papers as the Board of Directors may determine. He/she shall attend and keep minutes of all of the meetings of the Board. He/she may sign with the Chairperson or Vice-Chairperson, in the name of and on behalf of the Corporation, any contracts or agreements authorized by the Board of Directors. He/she shall, in general, perform all the duties incident to the office of secretary subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned by the Board of Directors.

7. TREASURER: The treasurer shall have the custody of all funds, property, and securities of the Corporation, subject to such regulations as may be imposed by the Board of Directors.

a. He/she may be required to give bond for the faithful performance of such duties, in such sum and with such sureties as the Board of Directors may require and shall be reimbursed therefore.

b. When necessary or proper, he/she may endorse on behalf of the Corporation for collection checks, notes and other obligations and shall deposit same to the credit of the Corporation at such bank or banks or depository as the Board of Directors may designate.

c. He/she shall sign all receipts and vouchers and together with such other officer or officers, if any, as shall be designated by the Board of Directors, he/she, along with one other officer shall sign all checks of the Corporation and all bills of exchange and promissory notes issued by the Corporation, except, in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation.

d. He/she shall, with the signature of one other officer, make payment of routine expenses as may be necessary or proper to be made on behalf of the Corporation and such other payments as are authorized by the Board.

e. He/she shall enter regularly on the books of the Corporation to be kept by him/her for the purpose, full and accurate account of all monies and obligations received and paid or incurred by him/her for or on account of the Corporation, and he/she shall exhibit such books at all reasonable times to any director on application at the office of the Corporation.

## **ARTICLE VI – OFFICERS** *continued*

f. He/she shall, in general, perform all duties incident to the office of Treasurer, subject to the control of the Board of Directors.

8. **REMOVAL:** Any officer may be removed from office by the affirmative vote of a majority of all of the directors present at any regular or special meeting called for that purpose, for conduct detrimental to the interests of the Corporation, or for refusal to render reasonable assistance in carrying out its purpose. Any officer proposed to be removed shall be entitled to at least five days notice in writing by mail of the meeting of the Board of Directors at which time such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

9. **RESIGNATION:** Any officer may resign at any time by giving written notice to the Corporation. The resignation will be effective upon receipt unless a later date is specified in the notice.

## **ARTICLE VII – AGENTS AND REPRESENTATIVES**

1. The Board may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with the Bylaws to the extent authorized or permitted by law.

## **ARTICLE VIII – CONTRACTS**

1. The Board of Directors, except as in these Bylaws otherwise provided, may authorize any two officers or any agent to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to such specific instance and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit, or render it liable pecuniary for any purpose or for any amount.

## **ARTICLE IX – FISCAL YEAR**

1. The fiscal year of the Corporation shall commence on the 1<sup>st</sup> day of October of each year and end on the last day of September of each year.

**ARTICLE X – PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS**

1. No director, officer or employee of or member of a committee of or person connected with the Corporation or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent payment to any such person of such reasonable compensation for out-of-pocket expenses rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation.

**ARTICLE XI – ACCEPTANCE OF DONATIONS**

1. Gifts of cash will be accepted. Pledges, planned and deferred gifts, real estate or mineral interests will not be accepted.
2. The Board Directors reserves the right to accept or decline any commitment that is offered to them.
3. The Board of Directors shall receive and promptly acknowledge all donations, in writing, including the name of the Fund, date received and amount of cash donation or description of any noncash donation. Letters, postcards or computer-generated forms with the required information are acceptable

**ARTICLE XII – USE OF FUNDS**

1. Definition of Restricted, Unrestricted and Available funds
  - a. Restricted funds are defined as the principal amounts held as Timed Certificates of Deposit.
  - b. Unrestricted funds are defined as the interest earned on the Timed Certificates of Deposit. Unrestricted funds may be moved to the checking account upon maturity of the Certificate of Deposit.
  - c. Available funds are those monies held in a checking account that can be used for debt payment or disbursement as authorized by the Board of Directors.
  - d. Annually, the Board of Directors shall inform to the Library Director of the amount of available funds for distribution from the Endowment Fund, taking into consideration the investment growth of the Fund, the new donations added to the Fund, the distributions previously made, the need for distributions and such other factors as the Board deems relevant. There is no obligation to make distributions from the Fund in any given year.

**ARTICLE XII – USE OF FUNDS** *continued*

2. Fund Disbursement

- a. Available funds shall only be disbursed and used solely for the Chetco Community Public Library.
  
- b. Funds through this provision are intended to be used for innovative or creative activities designed to supplement, not supplant, Library general fund budgeted expenditures. Funds may not be used for personnel and any unused funds must be returned to the Fund.
  
- c. The Chetco Community Public Library Director shall submit, in writing, a request for funds that meets the purposes of the Fund.
  
- d. Disbursement of this Fund shall be authorized upon the approval of the Board of Directors in any meeting at which a quorum is present.
  
- e. The Library Director shall provide a report regarding the use of funds to the Board of Directors at its Annual meeting.

**ARTICLE XIII – INVESTMENTS**

- 1. The Corporation shall have the right to retain all or any part of any securities or any property acquired by it in whatever manner and to invest any funds held by it according to the judgment of the Board of Directors, restricted however, in accordance with the provisions of the Uniform Management of Institutional Funds Act and provided that all future deposits be in federally insured institutions, direct obligations of the U.S. Government, or securities insured by the U.S. Government, however the Board shall not approve any prohibited transaction or one that would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

**ARTICLE XIV – DISSOLUTION**

- 1. All directors of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors, shall be distributed, transferred, conveyed, delivered and paid over in such amounts as the Board of Directors, may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, then all remaining assets shall be paid to the Chetco Community Public Library.



## **ARTICLE XV – AMENDMENTS**

1. The Board of Directors shall have the power to make, alter, amend and repeal the Bylaws of the Corporation by affirmative vote of the majority of the Board of Directors.

## **ARTICLE XVI – UNAUTHORIZED ACTIONS**

1. Notwithstanding any other provision of these Bylaws, no director, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170 (c) (2) of such code and regulations as they now exist or as they may hereafter be amended.