

**BYLAWS OF
MOUNT VERNON LIBRARY FOUNDATION – A NONPROFIT CORPORATION**

MISSION STATEMENT

The Mount Vernon Library Foundation's mission is to foster community support for the Library, its Board, and its Staff, specifically with the intent of helping fund a new library. The Foundation shall also solicit, receive, manage and disburse corporate and individual gifts and grants for the enhancement of library facilities, materials, services and programs.

ARTICLE I. MEMBERSHIP

1. Active Members. The active membership of the corporation shall consist of persons whose background, experience or interests indicate that they will support and enhance the purposes of the corporation, provided that all active members must be engaged in seeking financial support for the Mount Vernon City Library. The annual membership contribution fee will be set by the Board of Directors.

2. Status of General Membership. Membership in the corporation shall be personal, shall not survive the death of any individual member, and may not be transferred by any means.

3. Termination of Membership. Membership in the corporation may be terminated for any action which is detrimental to the best interests of the corporation, or for failure to actively support corporate purposes, or to actively participate in corporate activities. Removal shall require the affirmative vote of the Board of Directors. In the event that any such termination is contemplated, the Board of Directors shall notify, in writing, the member of the reasons for the proposed action, and of the time and place of the meeting of the Board of Directors at which termination is to be considered, not later than fifteen (15) days prior thereto. At the meeting, the member shall be entitled to respond to stated reasons for termination and be heard in his or her own defense.

ARTICLE II. MEETINGS OF MEMBERS

1. Annual Meetings. The annual meetings of the members for election of Directors to succeed those whose terms expire, and for the transaction of such other business as may properly come before the meeting, shall be held each year at the Registered Office of the corporation, or at such other place as the Board of Directors shall pick, in the second full week of the month of January, but in case such date shall be a legal holiday, the meeting shall be held at the same hour and place on the next succeeding day not a holiday.

2. Special Meetings. Special meetings of the membership for any purpose or purposes may be called at any time by the president of the corporation or by the Board

of Directors, at such time which the president or the Board of Directors may prescribe. Special meetings of the members may also be called by members having at least 25 percent of the votes entitled to cast at such a meeting and in the event that such be the case, it shall be the duty of the secretary, upon request by such members, to call such a special meeting of the membership to be held at such a time and place as the secretary may fix, not less than fifteen (15) days nor more than thirty (30) days after the receipt of said request, and if the secretary shall neglect or refuse to issue such call within fifteen (15) days of such receipt, the members making the request may issue the call, specifying therein the time and place of the meeting.

3. Notice of Meetings. Written or printed notices stating the date, place and hour of the meeting, and, in case of special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than two (2) nor more than fifteen (15) days before the date of the meeting, either personally, by email or by mail, by or at the direction of the president or the secretary, or the members calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears in the records of the corporation, with postage thereon prepaid.

4. Quorum. Members holding 10 percent of the votes entitled to be cast at any meeting, represented in person, shall constitute a quorum. The vote of a majority of the votes entitled to be cast by the members present at a meeting which quorum is present, shall be necessary for the adoption of any matter voted upon by the members.

ARTICLE III. BOARD OF DIRECTORS

1. Powers and Qualifications. The affairs of the corporation shall be managed by the Board of Directors, who shall be elected from the active membership of the corporation.

2. Number. The number of directors of the corporation shall be not less than five (5) or more than fifteen (15). The members by amendment to these bylaws may increase or decrease the number of directors, provided that no decrease in number shall have the effect of shortening the term of any incumbent, or reducing the number of directors to less than three (3).

3. Executive Committee. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint an executive committee which shall consist of one (1) or more officers or directors and which shall have and exercise such authority of the Board of Directors in the management of the corporation as may be specified in said resolution; provided, that no such committee shall have the authority of Board of Directors in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any director or officer of the corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing

the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors or an individual director of any responsibility imposed upon it or him by law or any other special activity as designated by the Board of Directors.

4. Election and Term. Upon the first annual election of directors, the directors shall be divided into three (3) classes, the first class to serve a term of one (1) year, the second to serve a term of two (2) years, and the third to serve a term of three (3) years. Subsequently each class of directors shall serve a term of three (3) years. After the first annual meeting, the member or the members of one class of directors shall be elected by the membership of each annual membership meeting, to hold office until the expiration of the term of office of the class of directors into which elected, and until his or their respective successors are elected and qualified.

5. Vacancies. The Board of Directors shall have power to fill any vacancy occurring in the Board and any directorship to be filled by reason of an increase in the number of directors by amendment to these bylaws. The director appointed or elected, as the case may be, to fill a vacancy, shall be elected or appointed for the unexpired term of his predecessor in office. Any director appointed by the Board by reason of an increase in the size of the Board shall stand for election for the remainder of the specified term for such position at the next annual membership meeting. A position will be considered vacant if a director has more than three unexcused absences from regularly scheduled meetings, unless, under a recommendation of the Executive Committee, the director is allowed to remain on the Board.

ARTICLE IV. MEETINGS OF BOARD OF DIRECTORS

1. Annual Meeting. The annual meeting of the Board of Directors shall be held immediately after the annual meeting or any other membership meeting at which any class of members of the Board of Directors is elected. Said meeting shall be held at the same place as the Membership meeting unless some other place shall be specified by resolution of the membership at such meeting.

2. Special Meeting. Special meetings of the Board of Directors may be held at any place, at any time, whenever called by the president or secretary, or any three (3) or more directors.

3. Notice of Meeting. Notice of the time and place of any special meetings of the Board of Directors shall be given by the secretary, or by the person or persons calling the meeting, by mail, e-mail, or by personal communication over the telephone or otherwise, at least ten (10) days prior to the date on which the meeting is held. Neither the business to be transacted nor the purpose of any meeting of the Board of Directors need be specified in the notice or any waiver of notice of such meeting.

4. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business. The act of the majority of directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. At any meeting of the Board of Directors at which a quorum is present, any business may be transacted, and the Board may exercise all its powers.

5. Voting outside of meetings. Approval of items needing immediate attention may be voted on by email or telephone polling of the Board of Directors by the President in exigent circumstances or when action is necessary prior to the next scheduled meeting.

ARTICLE V. ACTIONS BY WRITTEN CONSENT -WAIVER

Any corporate action required or permitted by the Articles of Incorporation or bylaws, or by the laws of the State of Washington, to be taken at a meeting of the members or directors of the corporation, shall be signed by a majority of the members or directors entitled to vote with respect to the subject matter thereof. Whenever any notice is required to be given to any member or director of the corporation by the Articles of Incorporation or bylaws, or by the laws of the State of Washington, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

ARTICLE VI. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each director or officer now or hereafter serving the corporation and each person who at the request of or on behalf of the corporation is now serving or hereafter serves as a director or officer of the corporation, and his respective heirs, executors, and personal representatives, shall be indemnified by the corporation against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director or officer.

ARTICLE VII. OFFICERS

1. Officers Enumerated. The officers of the corporation shall be a president, one or more vice presidents, a secretary, a treasurer, a membership chair and such other officers and assistant officers as may be deemed necessary by the Board of Directors, each of whom shall be elected annually by the Board of Directors, and shall serve until their successors are duly elected and qualified. Any two (2) or more offices may be held by the same person, except for the office of president. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the Board of Directors may prescribe.

2. The President. The president must be a director of the corporation. He shall exercise the usual executive powers pertaining to the office of president. He shall preside at meetings of the Board of Directors and of the membership.

3. The Vice President. In the absence or disability of the president, the vice president shall act as president.

4. The Secretary. It shall be the duty of the secretary to keep records of the proceedings of the Board of Directors and of the membership, to administer the membership register, to sign all certificates of membership, when not signed by the president, and when requested by the president to do so, to sign and execute with the president all deeds, bonds, contracts, and other obligations, or instruments in the name of the corporation, to keep the corporate seal, and affix the same to certificates of membership and other proper documents.

5. The Treasurer. The treasurer shall have the care and custody of and be responsible for all funds and investments of the corporation, and shall cause to be kept regular books of account. He shall cause to be deposited all funds and other valuable effects in the name of the corporation in such depositories as may be designated by the Board of Directors. In general, he shall perform all duties incident to the office of treasurer.

6. The Membership Chair. The membership chair shall be responsible for keeping membership records and for contacting members to acknowledge their contributions. The membership chair will help recruit new members and perform other duties to enhance member involvement. The membership chair will direct the activities of a membership committee appointed by the board of directors.

7. Vacancies. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting.

8. Salaries. No salary shall be paid to the officers, directors, and/or agents of the corporation. However, the officers, directors and/or agents of the corporation shall be entitled to either an advance or reimbursement for expenses incurred in connection with corporate business at the discretion and subject to the approval of the Board of Directors. In that event, the Board of Directors may request that the membership provide emergency funding to cover costs so incurred.

9. Removal. Any officer elected or appointed may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby.

ARTICLE VIII. ADMINISTRATIVE AND FINANCIAL PROVISION

- 1. Fiscal Year. The fiscal year of the corporation shall be the calendar year.
- 2. Loans Prohibited. No loans shall be made by the corporation to any officer or to any director.
- 3. Books and Records. The corporation shall keep current and complete books and records of account and shall keep minutes of the proceeding of its members, Board of Directors, and committees having any of the authority of the Board of Directors; and shall keep at the Mount Vernon City Library a register of the names and addresses of its members entitled to vote. All books and records of the corporation may be inspected by any active member, or his agent or attorney for any proper purpose at any reasonable time.
- 4. Amendment of Bylaws. These bylaws may be altered, amended or repealed by the affirmative vote of a majority of the members at any annual or special meeting of the members.
- 5. Rules of Procedure. The rules of procedure at meetings of the membership and of the Board of Directors of the corporation shall be the rules contained in Robert's Rules of Order on Parliamentary Procedure, as amended, so far as applicable and when not inconsistent with these bylaws, the Articles of Incorporation or with any resolution of the Board of Directors.

ARTICLE IX. DISSOLUTION

The corporation may be dissolved and its affairs wound up voluntarily by the procedures in effect in the law relating to nonprofit corporations. Thereupon the power of the directors shall cease and the persons appointed shall proceed to wind up the corporation, realize upon its assets, pay its debts, and distribute the residue of the money in accordance with the Articles of Incorporation and such law.

The foregoing are the bylaws of MOUNT VERNON LIBRARY FOUNDATION, adopted at the meeting of the members held on June 14, 2010. The undersigned directors hereby approve these bylaws.

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Witnessed by Brian Soneda,
Library Liaison to Foundation

Adopted 6/14/2010
Amended 1/9/12
Amended 1/14/13
Amended 1/13/14