

**MISSOURI EVERGREEN
A MISSOURI NONPROFIT CORPORATION**

RESOLUTION ADOPTING CORPORATE BYLAWS

WHEREAS, Missouri Evergreen (“Company”), has not adopted bylaws for the regulation of the affairs of the Company; and

WHEREAS, it is deemed to be in the best interests of the Company to adopt the bylaws attached hereto as **Exhibit A**; and

WHEREAS, the Company and its members have authorized, reviewed and approved of the bylaws attached hereto as **Exhibit A**.

NOW THEREFORE, BE IT RESOLVED that the bylaws, which are attached to this resolution as Exhibit A, be and they hereby are adopted as the bylaws of the Company.

IN WITNESS WHEREOF, the undersigned have executed this Resolution on the _____ day of April, 2017.

EXECUTIVE COMMITTEE:

Scenic Regional Library

Lebanon-Laclede County Library

By: _____
Steve Campbell, Chairman

By: _____
Cathy Dame, Vice Chairman

Poplar Bluff Municipal Library

Stone County Library

By: _____
Sue Szostak, Secretary

By: _____
Colleen Knight

Marion County Library Subdistrict #1

By: _____
Peggy Northcraft



BYLAWS OF THE CONSORTIUM

I. NAME AND MISSION

1.0 Organization Name. The name of this organization shall be Missouri Evergreen.

1.1 Principal Office. The principal office of Missouri Evergreen shall be located at 111 East Broadway, Suite 220 Columbia, State of Missouri, 65203. The Executive Committee is hereby granted full power and authority to change said principal office from one location to another.

1.2 Other Offices. Other offices may at any time be established by the Executive Committee at any place or places.

1.3 Nonprofit Status. Missouri Evergreen shall be a nonprofit corporation and it is not empowered to engage directly or indirectly in any activity, including distribution of its assets upon dissolution, that would invalidate its status as an organization exempt from Federal income taxation under Section 501(a) of the Internal Revenue Code of 1954, as amended (hereinafter referred to as the "Code"), nor engage in any activity not permitted under Section 501(c) of the Code. All references to the Code contained herein are deemed to include corresponding provisions of any future United States Internal Revenue Law.

1.4 Purpose. The purpose of Missouri Evergreen is to encourage resource sharing among and between Missouri Public Libraries; to combine the strength of member libraries and increase the library services afforded to member libraries and Missouri citizens; to provide, strengthen and enhance library resources available to Missouri citizens; to preserve and improve the general welfare of public libraries; to create and sustain educational opportunities for Missouri citizens through the use of public library programs and resources; and to undertake all other activities authorized by law and not inconsistent with the Articles of Incorporation of Missouri Evergreen. Missouri Evergreen is organized exclusively for charitable, educational and civic purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

II. CONSORTIUM MEMBERSHIP

2.0 Members. There shall be one class of membership in Missouri Evergreen. Membership is held by the participating library. A library is defined as the library and its branches. Each member library is a voting member with one (1) vote. The director of the member library or his/her designee shall cast votes.

Missouri Evergreen Bylaws

2.1 Qualifications. Membership is limited to any public entity situated in Missouri that provides library services and offers a collection for loan beyond its district of service according to the policies and procedures established by Missouri Evergreen. Member institutions must be funded in accordance with Missouri State Library requirements for State Aid. The Executive Committee shall have the option of offering an existing member library provisional status for up to two (2) years upon terms and conditions as set forth by the Executive Committee.

2.2 Application for Membership. Prospective members apply to join Missouri Evergreen by submitting a *Missouri Evergreen Resource Sharing Agreement* (a Memorandum of Understanding) to the Chair of the Executive Committee. The Executive Committee will vote on all prospective membership applications.

Any library wishing to join Missouri Evergreen must ensure that they have a current inventory and that their cataloging records are accurate and complete, before they will be considered for Missouri Evergreen membership. A system-wide inventory and weeding must have been completed within the 18 months prior to submitting an application. The Missouri Evergreen Cataloging Committee will be provided access to their current database to evaluate the level of completeness and the quality of the bibliographic records, and to verify that standard cataloging practices have been applied consistently. Brief records may be accepted for specific genres (such as paperbacks and videos) or for temporary records on which to circulate items until a complete record can be added, subject to recommendation by the Cataloging Committee and approved by the Missouri Evergreen Executive Committee. Libraries with cataloging that does not adhere to standards may be refused membership until adequate bibliographic records are created at the library's expense.

2.3 Term. Membership shall be on a fiscal year basis, effective upon receipt of a signed *Missouri Evergreen Resource Sharing Agreement* and approval of the Executive Committee. Membership is automatically renewed on an annual basis unless notification of termination is given as described in item (f) "Termination", below.

2.4 Member Representatives. Each member library will appoint a Member Representative who will receive all communications, and shall designate someone to cast the official vote for that Library.

2.5 Termination. Any member library entity can terminate membership in Missouri Evergreen by providing written notice to the Chair of the Executive Committee as stated in the *Missouri Evergreen Resource Sharing Agreement*. The Executive Committee may, by two-thirds (2/3) majority of all Executive Committee representatives, terminate a membership whenever, in its judgment, the best interests of *Missouri Evergreen* would be served.

2.6 Catalog Database. A member library entity leaving Missouri Evergreen or being terminated has the right to receive at cost and in a timely manner a complete and current copy of its catalog database with attached bibliographic and transaction records extracted from Missouri Evergreen database in a useful format.

Missouri Evergreen Bylaws

2.7 Committees. All member libraries will make available personnel to serve on any committees the Missouri Evergreen Executive Committee deems necessary to support Missouri Evergreen. Libraries that cannot assign a member agree to abide by the policies approved by the Missouri Evergreen Executive Committee. A member of the Executive Committee of the consortium will serve on each Committee and will address issues related to that committee's task using input from the other committee members.

2.8 Training. The cataloging staff of new member libraries must complete required training prior to migration.

2.9 Associated Fees. New member libraries must pay all related fees, beyond those charged by MOBIUS for maintenance, such as fees for any add-on service. The MOBIUS staff determines the proportionate share and invoice the new member after migration.

2.10 Special Projects. Special projects which impact only one library or a group of libraries but not the whole membership must be brought before the Executive Committee for approval. The library requesting the special project must contract with MOBIUS or an external vendor they recommend directly for all services.

III. MEMBERSHIP MEETINGS

3.0 Meetings. Missouri Evergreen meets at least once per year in June with the time and location to be determined by the Executive Committee. Other membership meetings may be called by the Executive Committee. Members will be notified at least thirty (30) days in advance of the annual meeting.

3.1 Minutes. Minutes of meetings are kept and distributed to the membership by the Consortium secretary.

3.2 Calling Meetings. The Chair of the Executive Committee convenes called Membership meetings upon receiving a written request signed by two thirds of the membership.

3.3 Quorum. A simple majority of the membership shall constitute a quorum for membership meetings.

3.4 Voting. Only members of Missouri Evergreen may vote on any membership issue and at membership meetings. The official representative of a member library may designate another employee of that library to vote in their absence. Notification of a change in voting representative is made to the Chairperson of the Executive Committee prior to the meeting. Each member library is allowed only one vote regardless of how the vote is cast. Votes may be conducted by electronic means.

Missouri Evergreen Bylaws

IV. EXECUTIVE COMMITTEE

4.0 Number and Composition. The Executive Committee shall consist of five (5) voting members, who represent member libraries, and are representative of the Missouri Evergreen membership. The State Librarian or his/her designee is a non-voting member of the Executive Committee. A representative(s) of the contracted automation vendor is a non-voting member of the Executive Committee.

4.1 Nomination. The Executive Committee Chair appoints a Nominating Committee to solicit and propose a slate of candidates for annual election to Executive Committee posts.

4.2 Election. Members of the Executive Committee are elected by the Missouri Evergreen membership in time for the results to be announced at the Annual Meeting of Missouri Evergreen. Executive Committee members are elected by a majority vote of the members voting. The Consortium may use electronic balloting with the ballot sent to the membership by the State Library. A closing date is set at least two (2) weeks after the date ballots are sent. Ballots will provide for write-in candidates. Ballots returned shall be counted if they are received on or before the designated close of ballot date.

4.3 Term. Executive Committee members will serve a term of three (3) years to commence on July 1.

4.4 Officers. The Executive Committee shall elect the following officers: Chair, Vice Chair and Secretary.

4.5 Officers' Duties. The Chair, Vice Chair, and Secretary will perform the following duties and may perform other duties assigned by the Executive Committee:

(a) Chair: The Chair will preside over all Missouri Evergreen Membership and Executive Committee meetings. The Chair is responsible for calling, creating and distributing the meeting agenda. The Chair works with the State Library in developing planning documents, budgets, and other necessary reports as required for the operation of the Consortium. If feasible, the chair may delegate these responsibilities to other Executive Committee members or appoint ad hoc committees as necessary to conduct the Consortium business.

(b) Vice Chair: The Vice Chair assumes the authority and responsibilities of the Chair in the Chair's absence or unavailability.

(c) Secretary: The Secretary is responsible for maintaining the minutes of the Executive Committee meetings and Missouri Evergreen membership meetings.

4.6 Officers' Election and Term. The Executive Committee Officers are elected by a majority vote of the Executive Committee. The term of office is one year, to commence on July

Missouri Evergreen Bylaws

1st. An announcement of the newly elected officers is sent to the membership within one week following the election.

4.7 Vacancies. Vacancies on the Executive Committee are filled by appointment by the Executive Committee until the next election of members of the Executive Committee by the membership.

4.8 Removal. The Executive Committee or an individual member of the Executive Committee shall be removed as follows:

(a) A two-thirds (2/3) vote of no confidence from Missouri Evergreen membership shall dissolve the Executive Committee. Should the Executive Committee be dissolved, a Nominating Committee elected from the membership shall propose a new slate of candidates.

(b) Missouri Evergreen membership may by a vote of three-quarters (3/4) of the membership remove any Executive Committee member who has been declared of unsound mind by a final order of court, convicted of a felony or who has failed to faithfully perform the duties and obligations of his or her office.

4.9 Resignation. Any Executive Committee Officer may resign at any time by giving written notice of such resignation to the Chairman, Vice Chairman or Secretary or the Executive Committee of Missouri Evergreen. Said resignation shall take effect at the time specified in the notice; provided, however, that if resignation is not to be effective upon receipt of the notice by Missouri Evergreen, Missouri Evergreen will accept the effective date specified. If the resignation is effective at a future time, a successor shall be elected to take office when the resignation becomes effective.

4.10 Vacancies. Vacancies on the Executive Committee shall be as follows:

(a) A vacancy in the Executive Committee shall be deemed to exist in case of the death, resignation or removal of any Executive Committee member, or if the authorized number of Executive Committee members is increased, or if Executive Committee members declare vacant the position of an Executive Committee member whose term has expired.

(b) Membership vacancies on the Executive Committee shall be filled by vote of the majority of the then existing members of Missouri Evergreen. Vacancies within any office of the Executive Committee shall be filled by a majority vote of the then existing Executive Committee members. The term of an Executive Committee member so elected shall be the unexpired portion of the term of the Executive Committee member, if any, the Executive Committee member so elected is replacing.

Missouri Evergreen Bylaws

4.11 Quorum. A two thirds (2/3) majority of voting members of the Executive Committee meetings constitutes a quorum for the transaction of business at meetings. In the absence of a quorum at any meeting of the Executive Committee, the majority of the Executive Committee members present may adjourn the meeting as provided in Section 3.20 of these Bylaws. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of enough Executive Committee members to leave less than a quorum, if any action taken is approved by at least a majority of the required quorum for such meeting.

Every act or decision done or made by a majority of the Executive Committee members present during a duly held meeting at which quorum is present, shall constitute the act of the Executive Committee, unless the Articles of Incorporation, these Bylaws or the Nonprofit Corporation Laws specifically require a greater number.

4.12 Meetings. The Executive Committee will hold at least two (2) meetings per year, with other meetings scheduled as needed. The general membership will be notified in advance of all Executive Committee meetings. All Executive Committee meetings are open to member libraries and other interested parties. Only elected Executive Committee members may vote at Executive Committee meetings.

4.13 Place of Meetings. Meetings of the Executive Committee shall be held at any place within or without the State of Missouri which may be designated in the notice of the meeting, or, if not stated in the notice or if there is no notice provided, designated by resolution of the Executive Committee. In the absence of a designation, meetings of the Executive committee shall be held at Missouri Evergreen's principal offices.

4.14 Calling Executive Committee Meetings. Regular or special meetings of the Executive Committee (other than regular meetings held pursuant to Section 3.0 of these Bylaws) shall be held whenever called by the Chairman of the Executive Committee or by any two (2) Executive Committee members.

4.15 Telephonic or Electronic Meetings. If an elected Executive Committee member cannot attend an Executive Committee meeting, the member may make advance arrangements with the Chair and the hosting site to participate electronically, by conference call or other technology that allows full member participation, with the understanding that these technologies are not conducive to full transcription of the meeting discussion, and that only minimal transcription of actual motions on the floor may be possible when the question is called. Participation in a meeting in this manner shall constitute presence in person at the meeting.

4.16 Notice. Notice of any annual or special meeting shall be given at least five (5) days prior thereto by written notice delivered personally or mailed to each Executive Committee member at such Executive Committee member's business or home address. If mailed, such notices shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Executive Committee member may

Missouri Evergreen Bylaws

waive notice of any meeting. The attendance of an Executive Committee member at any meeting shall constitute waiver of notice of such meeting, except where an Executive Committee member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Executive Committee need be specified in the notice or waiver of notice of such meeting.

4.17 Waiver of Notice. Notice of a meeting need not be given to any Executive Committee member who signs a waiver of notice, a written consent to holding the meeting, an approval of the minutes of the meeting, whether before or after the meeting or who attends the meeting without protesting, prior thereto or at commencement, the lack of notice to such Executive Committee member. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Executive Committee, or of a committee of the Executive Committee, need be specified in any such waiver, consent or approval.

4.18 Attendance. If a member of the Executive Committee misses more than two (2) consecutive meetings, the member may be replaced for the duration of that term by appointment of the Executive Committee.

4.19 Action Without Meeting. Any action required or permitted to be taken by the Executive Committee at a meeting may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the Executive Committee members. The consent shall have the same force and effect as a unanimous vote at a meeting duly held, and may be stated as such in any certificate or document. The Secretary shall file the consents with the minutes of the meetings of the Executive Committee or of the committee as the case may be.

4.20 Adjournment. Any meeting of the Executive Committee, whether not a quorum is present, may be adjourned until another time and place by the vote of a majority of the Executive Committee members present. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given.

4.21 Powers. The Executive Committee will:

- (a) Formulate policies pertaining to Missouri Evergreen;
- (b) Act upon recommendations pertaining to Missouri Evergreen;
- (c) Make recommendations regarding information technology pertaining to Missouri Evergreen and other related issues; and
- (d) Conduct research to determine best practices.

Missouri Evergreen Bylaws

4.22 Voting. Only Executive Committee members may cast votes at an Executive Committee meeting.

Proxy representation and proxy voting are not allowed. If an elected member cannot attend an Executive Committee meeting, the member has the option of participating via technology, as outlined below, or will forfeit the right to cast votes at that meeting.

4.23 Electronic Balloting.

(a) At the direction of the Chair of the Executive Committee, items may be brought to the Executive Committee for electronic ballot.

(b) Notice of issues for electronic ballot must be electronically mailed to each member of the Executive Committee two (2) weeks prior to the designated “close of ballot” date.

(c) Ballots returned shall be counted if they are dated on or before the designated close of ballot date.

(d) Membership shall be notified in advance in cases of electronic balloting.

4.24 Inspection Rights. Every Executive Committee member shall have the absolute right at any reasonable time to inspect, copy and make extracts of, in person, by agent or attorney, all books, records and documents of every kind and to inspect the physical properties of Corporation.

4.25 Fees and Compensation. Executive Committee members shall not receive any compensation or salary for their services as members of the Executive Committee. Executive Committee members may be reimbursed, with the approval of a majority of the disinterested Executive Committee members, for their actual expenses incurred while acting on behalf of Missouri Evergreen or in attending meetings of Missouri Evergreen.

V. COMMITTEES AND SUBCOMMITTEES

5.0 Subcommittees. Appropriate subcommittees including but not limited to Circulation, Cataloging and Bibliographic Management and On-Line Public Access Catalog (OPAC) address requests, grievances and suggestions for enhancements from the member libraries. Subcommittee members will be recommended by Missouri Evergreen members and approved by the Executive Committee.

Appropriate subcommittees and/or taskforces under each committee may also be formed at the recommendation of the membership and approved by the Executive Committee. These subcommittees generally will be composed of members of the larger committee.

Missouri Evergreen Bylaws

VI. BOOKS AND RECORDS

6.0 Books and Records. Missouri Evergreen shall keep adequate and correct books, records of accounts, and minutes of proceedings of the Executive Committee or any subcommittee.

6.1 Form of Records. Minutes shall be kept in written form. Other books and records shall be kept either in written form or in any other form capable of being converted into written form.

6.2 Reports to Executive Committee Members and Others. The Executive Committee shall cause such reports to be prepared and distributed as may be required by the Nonprofit Corporation Law.

VII. GRANTS, CONTRACTS, LOANS AND DEPOSITS

7.0 Grants. The Executive Committee may approve grant requests and authorize any officer to execute documents necessary to apply for, and receive, grants or donations.

7.1 Contracts. The Executive Committee may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of Missouri Evergreen, and such authority may be general or confined to specific instances.

7.2 Loans. No loans shall be contracted for or on behalf of Missouri Evergreen, and no evidence of indebtedness shall be issued in its name, unless authorized by a resolution of the Executive Committee. Such authority may be general or confined in specific instances

7.3 Deposits. All funds of Missouri Evergreen, not otherwise employed, shall be deposited from time to time to the credit of Missouri Evergreen in such banks, trust companies, or other depositories as the Executive Committee may select.

7.4 Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of Missouri Evergreen shall be signed by such officer or officers, agent or agents, of Missouri Evergreen and in such manner as shall from time to time be determined by resolution of the Executive Committee.

VIII. INDEMNIFICATION OF MEMBERS AND OFFICERS

8.0 Terms. As used in this Article 8, the following terms shall be defined as follows:

(a) "Agent" means any person who is or was a Director, officer or Executive Committee member of Missouri Evergreen, or is or was serving at the request of

Missouri Evergreen Bylaws

Missouri Evergreen as an Executive Committee member, director or officer of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise.

(b) “Proceeding” means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative.

(c) “Expenses” includes, without limitation, any liability, attorney’s fees, judgments, fines, amounts paid in settlement, costs and other expenses.

8.1 Indemnification. Each person or library who is or was an Executive Committee member/officer or Member of Missouri Evergreen, including the heirs, executors, administrators, estate of each person, assigns or successors, shall be indemnified by Missouri Evergreen to the full extent permitted or authorized by the laws of the State of Missouri, as now in effect and as hereafter amended, against expenses incurred as a result of any claim arising in connection with such person's or member's conduct in his, her or its capacity, or in connection with his or her status, as an Executive Committee member or officer of Missouri Evergreen or incurred establishing a right to indemnification. The indemnification provided by this bylaw provision shall not be exclusive of any other rights to which he/she may be entitled under any other bylaws or agreement, vote of disinterested Executive Committee members, or otherwise, and shall not limit in any way any right that Missouri Evergreen may have to make different or further indemnification with respect to the same or different person or member or classes of persons or members.

8.2 Advancing Expenses. Missouri Evergreen may advance to each agent the expenses incurred in defending any proceeding referred to in Section 8.0 of these Bylaws prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in Section 8.0 of these Bylaws.

8.3 Insurance. Missouri Evergreen shall have the power to purchase and maintain insurance on behalf of any agent of Missouri Evergreen, to protect against any liability asserted against or incurred by the agent in such capacity arising out of the agent's status as such whether or not Missouri Evergreen would have the power to indemnify the agent against such liability under the provisions of this Section.

IX. SEAL AND FISCAL YEAR

9.0 Corporate Seal. Missouri Evergreen shall not have an official corporate seal.

9.1 Fiscal Year. The fiscal year of Missouri Evergreen shall begin on the 1st day of July and end on the 30th day of June each year.

Missouri Evergreen Bylaws

X. AMENDMENTS

10.0 Amendments. The Bylaws of Missouri Evergreen may be amended at any time by a two-thirds (2/3) majority vote of the Member libraries.

10.1 Notice. Sixty (60) days prior written notice shall be given to all Member libraries before consideration of, or a vote on, any proposed amendments.

10.2 Procedure. Proposed amendments may originate from Missouri Evergreen membership with signatures from one-third (1/3) of the Member libraries or from the Executive Committee.

XI. RULES OF ORDER

11.0 Robert's Rules of Order. All Missouri Evergreen meetings, including the Executive Committee meetings, shall be governed by the latest edition of Robert's Rules of Order.

XII. DISSOLUTION

12.0 Dissolution. In the event of the dissolution of Missouri Evergreen, all assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose, or to those libraries who are members of the corporation, in proportion to said member's individual contribution, if such Member library is a non-profit entity operated exclusively for tax exempt purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of Missouri Evergreen is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

XIII. AUTHORIZED SIGNATURE OF MEMBERS AND OFFICERS

13.0 Signatures. Signatures of the Executive Committee members or officers required for conducting the internal business of Missouri Evergreen may be provided by electronic mail or other electronic means. Such signatures certified by an officer of Missouri Evergreen or an authorized inspector of election, will have the same force and effect as if manually executed by that Executive Committee member, officer or director.

XIV. CONSTRUCTION

14.0 Construction. As used in these Bylaws, words importing any gender shall be deemed to include corporation and other entities, and, except as the context otherwise requires, words importing the singular shall be deemed to include the plural, and vice versa.

Missouri Evergreen Bylaws

IN WITNESS WHEREOF, the undersigned have adopted and ratified the foregoing Bylaws of Missouri Evergreen as of the ____ day of April, 2017.

Scenic Regional Library

Poplar Bluff Municipal Library

By: _____
Steve Campbell, Chairman

By: _____
Sue Szostak, Secretary

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