

**MISSOURI EVERGREEN
A MISSOURI NONPROFIT CORPORATION**

RESOLUTION AMENDING COMPANY BYLAWS

WHEREAS, the Bylaws of Missouri Evergreen (“Company”), Section 4.0, presently permits the Company to have thirteen (13) Executive Committee members comprised of nine (9) voting members, two (2) ex-officio and non-voting members, and two (2) additional non-voting members consisting of: (i) the State Librarian or his/her designee, and (ii) a representative of the contracted automation vendor; and

WHEREAS, Section 4.3 of the Company’s Bylaws presently states that each member of the Executive Committee is to serve a three (3) year term commencing July 1; and

WHEREAS, the Company desires to establish that the ex-officio and non-voting members of the Executive Committee serving as chairpersons of the Cataloging Committee and Circulation Committee, shall serve two (2) year terms commencing July 1, with the first such two year term to begin July 1, 2018; and

WHEREAS, the Company desires to establish that the two (2) non-voting members comprised of the State Librarian or his/her designee and a representative from the contracted automation vendor shall serve one (1) year terms commencing July 1; and

WHEREAS, the Company desires to establish staggered terms for the remaining nine (9) members of the Executive Committee, such that three (3) terms shall expire June 30th of each year; and

WHEREAS, the Company believes changing the name of the “Executive Committee” to “Executive Board” would better reflect the intent, purposes and duties of said group and, therefore, desires to change said name accordingly; and

WHEREAS, the Company has discovered duplicative and inconsistent provisions within Sections 4.07 and 4.10(b) of its Bylaws; and

WHEREAS, the Company desires to correct the inconsistencies within Sections 4.07 and 4.10(b) by deleting Section 4.7, in its entirety, from the Bylaws and replacing it with a reserved section for future use; and

WHEREAS, the Company has proposed amending the Bylaws by executing and adopting the Second Amendment to the Bylaws of Missouri Evergreen, a draft of which is attached hereto as Exhibit A, and incorporated herein by reference; and

WHEREAS, Section 10.0 of Company's Bylaws permit Company to amend the Bylaws at any time the Company desires; and

WHEREAS, the Company has satisfied all requirements to amend Company's Bylaws as provided in Article X of Company's Bylaws.

NOW THEREFORE, BE IT RESOLVED that the Company's Bylaws shall be amended to clarify the length of Executive Committee member terms and to establish staggered expiration terms for Executive Committee members as more fully set forth in the Second Amendment to Company's Bylaws, attached hereto as Exhibit A and incorporated herein by reference.

NOW THEREFORE, BE IT FURTHER RESOLVED that the Company's Bylaws shall be amended such that the Executive Committee shall henceforth be designated, identified and known as the Executive Board as set forth in the Second Amendment to Company's Bylaws, attached hereto as Exhibit A and incorporated herein by reference.

NOW THEREFORE, BE IT FURTHER RESOLVED that the Company's Bylaws shall be amended to delete Section 4.07 and replace therewith a reserved section for future use, all as more fully set forth in the Second Amendment to Company's Bylaws, attached hereto as Exhibit A and incorporated herein by reference.

IN WITNESS WHEREOF, the undersigned have executed this Resolution on the ____ day of _____, 2018.

EXECUTIVE COMMITTEE:

Scenic Regional Library

Lebanon-Laclede County Library

By: _____
Steve Campbell, Chairman

By: _____
Cathy Dame, Vice Chairman

Poplar Bluff Municipal Library

Polk County Library

By: _____
Sue Szostak, Secretary

By: _____
Colleen Knight

Marion County Library Sub-district #1

By: _____
Peggy Northcraft

EXHIBIT A

SECOND AMENDMENT TO THE BYLAWS OF MISSOURI EVERGREEN

This Second Amendment to the Bylaws of Missouri Evergreen (“Company”) made and duly approved by vote of at least two-thirds (2/3) of the Member libraries,

WITNESSETH:

WHEREAS, the Member libraries of Company approved, ratified and adopted Company’s Bylaws on April 13, 2017, by unanimous consent; and

WHEREAS, the Member libraries of Company approved, ratified and adopted the First Amendment of the Bylaws of Missouri Evergreen on December 12, 2017; and

WHEREAS, Company’s Member libraries have passed a Resolution to amend the Bylaws as provided below.

NOW, THEREFORE, the Company’s Bylaws are hereby amended as follows:

1. ARTICLE 4, SECTION 4.3, of the Bylaws is revoked in its entirety, and a new ARTICLE 4, SECTION 4.3, with the same designation, is substituted in lieu thereof, to read as follows:

4.3 Term. Executive Committee members shall serve a term of three (3) years, which terms shall commence on July 1 of each calendar year. The terms of the nine (9) voting members shall be staggered, such that three (3) of the seats expire each calendar year. The two (2) non-voting, ex-officio members shall serve two (2) year terms commencing July 1 of each calendar year. The two (2) non-voting members comprised of the State Librarian or his/her designee and the representative of the contracted automation vendor shall serve one (1) year terms commencing July 1 of each calendar year.

For purposes of the initial staggering of Executive Committee seats, the current members’ terms shall expire as follows:

- i. June 30, 2020 – Steve Campbell and Sue Szostak;
- ii. June 30, 2019 – Peggy Northcraft and Colleen Knight;
- iii. June 30, 2018 – Cathy Dame; and
- iv. June 30, 2018 – Kathy Condon-Boettcher, Teri York, Sue Lightfoot and Rachel Grime. The four (4) seats identified in this fourth paragraph were established by the enlargement of the Executive Committee on December 12, 2017. When electing replacements to fill these four seats for terms to commence July 1, 2018, the two candidates receiving the most votes shall have their terms expire on June 30, 2021; the candidate receiving the third most votes shall have his or her term expire on June 30, 2020, and the candidate receiving the least votes shall have his or her term expire on June 30, 2019. All terms thereafter shall be for three (3) years and shall commence immediately after the specific expiration dates identified herein.

2. The title and designation “ARTICLE IV. EXECUTIVE COMMITTEE” is hereby revoked and a substitute ARTICLE IV is submitted in lieu thereof to read “ARTICLE IV. EXECUTIVE BOARD.”

3. The term “Executive Committee” is hereby deleted from the Bylaws, in its entirety, and replaced with the term “Executive Board.” Any and all Bylaw designations or references to “Executive Committee,” shall be replaced with the designation and reference “Executive Board.”

4. ARTICLE 4, Section 4.7, of the Bylaws is revoked in its entirety, and a new ARTICLE 4, SECTION 4.7, is substituted in lieu thereof to read as follows:

4.7. Reserved.

5. All other provisions of the Company Bylaws which have not been amended hereby shall remain in full force and effect.

IN WITNESS WHEREOF, this Second Amendment to the Bylaws of Missouri Evergreen is executed on this ____ day of _____, 2018.

EXECUTIVE COMMITTEE:

Scenic Regional Library

By: _____
Steve Campbell, Chairman

Lebanon-Laclede County Library

By: _____
Cathy Dame, Vice Chairman

Poplar Bluff Municipal Library

By: _____
Sue Szostak, Secretary

Polk County Library

By: _____
Colleen Knight

Marion County Library Subdistrict #1

By: _____
Peggy Northcraft