

**MISSOURI EVERGREEN
A MISSOURI NONPROFIT CORPORATION**

RESOLUTION AMENDING COMPANY BYLAWS

WHEREAS, the Bylaws of Missouri Evergreen (“Company”), Section 4.0, presently permit the Company to elect a total of five (5) Executive Committee members; and

WHEREAS, Company desires to authorize nine (9) persons to serve on its Executive Committee; and

WHEREAS, the Company desires to clarify who is eligible to serve on the Executive Committee; and

WHEREAS, the Company desires to set forth procedures for filling certain committee chairs; and

WHEREAS, Company has proposed amending the Bylaws by executing and adopting the First 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, 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 Company’s Bylaws shall be amended increase the size of the Executive Committee to nine (9) persons, to clarify who is eligible to serve on the Executive Committee and to set forth procedures for appointing committee members. The First Amendment to Company’s Bylaws, attached hereto as Exhibit A and incorporated herein by reference, is hereby approved.

IN WITNESS WHEREOF, the undersigned have executed this Resolution on the ___ day of October, 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

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EXHIBIT A

FIRST AMENDMENT TO THE BYLAWS OF MISSOURI EVERGREEN

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

WITNESSETH:

WHEREAS, the Member libraries of Company approved and ratified Company’s Bylaws on April 13, 2017, by unanimous consent; 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 4.0, of the Bylaws is revoked in its entirety, and a new ARTICLE 4, SECTION 4.0, with the same designation, is substituted in lieu thereof, to read as follows:

4.0 Number of Directors. The Executive Committee shall consist of nine (9) 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.

2. A new ARTICLE 4, SECTION 4.26 is hereby added to the Bylaws to read as follows:

4.25 Eligibility. Any individual employee or member of the administrative staff of a Member library is eligible to serve on the

Executive Committee. No more than one (1) individual from each Member library may serve on the Executive Committee at any given time.

3. A new ARTICLE 5, SECTION 5.1 is hereby added to the Bylaws to read as follows:

5.1 Standing Circulation Committee Chair. The Chairperson of the Standing Circulation Committee shall be appointed by the Chairperson of the Executive Committee. The Chairperson of the Standing Circulation Committee shall serve a one (1) term commencing July 1 and ending June 30. The initial Chairperson shall be chosen from one of the four (4) members of the Executive Committee elected and/or appointed during the expansion of the Executive Committee as established and detailed by the adoption of this First Amendment to the Bylaws of Missouri Evergreen, which person shall serve the remainder of the unexpired term.

4. A new ARTICLE 5, SECTION 5.2 is hereby added to the Bylaws to read as follows:

5.2 Standing Cataloging Committee Chair. The Chairperson of the Standing Cataloging Committee shall be appointed by the Chairperson of the Executive Committee. The Chairperson of the Standing Cataloging Committee shall serve a one (1) term commencing July 1 and ending June 30. The initial Chairperson shall be chosen from one of the four (4) members of the Executive Committee elected and/or appointed during the expansion of the Executive Committee as established and detailed by the adoption of this First Amendment to the Bylaws of Missouri Evergreen, which person shall serve the remainder of the unexpired term.

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 First Amendment to the Bylaws of Iron Spike, Inc., is executed on this ____ day of October, 2017.

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

Stone County Library

By: _____
Colleen Knight

Marion County Library Subdistrict #1

By: _____
Peggy Northcraft

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