

BYLAWS
AS AMENDED AND ADOPTED BY THE MEMBERS ON
July 9 2024
FRIENDS OF THE TUALATIN PUBLIC LIBRARY

ARTICLE I. NAME

Section 1. The name of this organization shall be “Friends of the Tualatin Public Library,” an Oregon nonprofit corporation, hereafter called “Friends.”

ARTICLE II. PURPOSE

Section 1. The Friends is organized within the meaning of Section 501(c) (3) of the Internal Revenue Code. The Friends of the Tualatin Public Library is a member-supported nonprofit organization that advocates, fundraises, and provides support for the Tualatin Public Library.

Section 2. Specifically, the Friends is organized for the following purposes:

- a. To encourage awareness and appreciation of the work of the Tualatin Public Library.
- b. To earn funds and attract donations to finance the procurement of materials, equipment, and programs that are beyond the resources of the Library.
- c. To encourage volunteer support for the Library’s purposes and activities.

Section 3. The Board of Directors (hereafter called “Board”) shall make all reasonable efforts to keep the Friends qualified as a tax-exempt organization under the appropriate section(s) of the United States Internal Revenue Code as amended and revised from time to time.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility. Any person or business interested in benefiting the Tualatin Public Library and the purposes of the Friends, as set forth in Article II, Section 2, shall be eligible to become a member of the Friends.

Section 2. Categories and Dues. The categories for membership will be recommended to the Board by the Membership Committee. Annual dues for each category of membership shall be determined, from time to time, by the Board.

Section 3. Members in Good Standing. A member in good standing is a member who is current in all financial obligations to the Friends.

Section 4. Rights and Privileges of Membership. Only members in good standing shall be:

- a. Entitled to vote on matters submitted to members. Members in the business category shall be entitled to only one (1) vote.
- b. Eligible to sit on the Board, to serve as an Officer of, and to serve on a Committee of the Friends.
- c. Entitled to attend all meetings of the Friends, as described in Article IV.

Section 5. Voting. Issues requiring membership approval by vote shall consist of:

- a. Amendment of these Bylaws;

- b. Annual election of Officers and Directors;
- c. Termination or any change in nonprofit corporate status.

Section 6. Suspension or Termination of Membership.

- a. The Board may, by affirmative vote of a majority of the entire Board, suspend or expel a member for cause, but only after a hearing is called for that purpose with notice to the member and to all Directors.
- b. Membership will be suspended if annual dues are not paid on time. Membership will be reinstated upon payment of dues.

ARTICLE IV. MEETINGS

Section 1. Annual Meetings. An Annual Meeting of the Friends shall be held in January, at such time, date, and place as may be determined by the Board. The purpose of the Annual Meeting shall be for the election of Officers of the Board and the transaction of other business.

Section 2. Board Meetings. The Board will meet, at minimum, six times per year at a time, date, and place to be determined by the Board. These meetings are open to all members for information and discussion, but only Board members may vote. Non-members may attend by invitation.

Section 3. Special Meetings for General Membership. Special meetings may be called by the President of the Friends, by two (2) Directors, or upon petition of ten (10) members in good standing. The membership will be notified of any special meetings.

Section 4. Notification of Annual Meetings and Voting.

- a. Notice of the Annual Meeting must be given at least twenty-one (21) days before the meeting. Any member in good standing may submit comments on issues to be presented at the Annual Meeting. Comments shall be submitted at least fourteen (14) days before the meeting and will be included in the informational material sent to the membership.
- b. Informational material to be presented at the Annual Meeting must be furnished to each member, together with the ballot, at least seven (7) days before the meeting. Additional matters may be raised and discussed at the Annual Meeting.
- c. The ballot required for the election of Officers and Directors shall list the candidates in alphabetical order.
- d. Ballots shall only be sent to members in good standing. All ballots shall state the date by which they must be received by the Friends, which shall be the date of the meeting. Ballots not received by the due date will not be counted.
- e. The ballot shall set forth the propositions to be voted on and shall provide any other instructions on voting procedures that may be pertinent. A vote of the majority of the ballots received shall constitute the decision of the Friends. No minimum number of ballots shall be required to decide an issue or an election.

Section 5. Quorum. A quorum shall consist of a simple majority of the current Board members.

Section 6. Proxy. No member shall be allowed to vote by proxy.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Duties. The Board shall manage the affairs of the Friends between annual meetings, including the disbursement of funds. The Board shall fill by appointment the vacancy of any office or position on the board, should such vacancy occur prior to the completion of its elected term.

Section 2. Nominations. Officers and Directors shall be nominated by a Committee appointed by the President no later than thirty (30) days preceding the Annual Meeting; however, any member in good standing may run for a vacant Board position by petition signed by three (3) members in good standing and submitted no later than forty-five (45) days preceding the Annual Meeting.

Section 3. Number, Tenure and Qualifications. The Board shall consist of up to eleven (11) Directors, including four (4) Officers of the organization (President, Vice-President, Secretary and Treasurer). The Directors of the Board, including Officers, shall be members of the Friends. All Board members are expected to attend a majority of the meetings scheduled. The Tualatin Public Library shall have a representative on the Board in a non-voting capacity. A Director will have a one (1) year term of office and may hold consecutive terms of office. Officers and Directors shall not receive any salaries (compensation) for their services in that capacity.

Section 4. Conflicts of Interest. All conflicts or potential conflicts of interest shall be disclosed immediately to the board in accordance with the Conflict of Interest Policy, as adopted by the Board and in compliance with state and federal regulations.

Section 5. Safeguarding. The Board will establish and maintain written operating policies to ensure that the organization's assets are not misapplied or wasted; this will include, as a minimum, the authorization and approval requirements in a Funds Disbursement Policy. This policy sets up categories of expenses and provides a way to monitor them, with a report to the Board at each meeting.

Section 6. Matters Requiring Board Approval. The following matters require a Board quorum:

- a. Dues and fees;
- b. Budgeting and Expenditures as clarified in the Funds Disbursement Policy;
- c. Changes in membership categories;
- d. Adoption of new operating policies or proposed changes to existing policies.

ARTICLE VI. DUTIES OF OFFICERS

Section 1. The Officers of the Friends shall consist of the following:

- a. **The President.** The President shall facilitate all meetings for the membership. The President shall also facilitate the appointment of Committees and ensure that the goals and purposes of the membership are realized. The President shall ensure that records are maintained.
- b. **The Vice President.** In the absence of the President, the Vice President shall perform the duties of the President. The Vice President shall perform such other duties as assigned by the President or by the Board.
- c. **The Secretary.** The Secretary shall record the attendance at all meetings and record the minutes of all proceedings. The Secretary shall assist the President in maintaining organizational records.
- d. **The Treasurer.** The Treasurer shall be the custodian of the Friends' funds, collect all dues and administer all funds as directed by the Board. The Treasurer shall keep all financial records,

report to the Board, and submit an Annual Report to the membership at the Annual Meeting. The Treasurer shall prepare and submit any reports required by law.

ARTICLE VII. COMMITTEES

Section 1. Committees shall be created as needed. Duties and tenure of the Committees shall depend on their purpose. Committees shall make reports to the Board as needed.

ARTICLE VIII. AMENDMENT(S) TO BYLAWS

Section 1. Suggested amendment(s) to Bylaws may be made by the Officers, Directors, or members of the Friends.

Section 2. A Committee to draft revised Bylaws shall be formed at the discretion of the Board.

Section 3. The Committee's Bylaws proposal(s) shall first be approved by the Directors.

Section 4. After Board approval the proposed revision shall be provided to the membership for a vote.

- a. Ballots shall only be provided to members in good standing. All ballots shall state the date by which they must be received by the Friends. Ballots not received by the due date will not be counted.
- b. The ballot shall set forth the propositions to be voted on and shall provide any other instructions on voting procedures that may be pertinent. No minimum number of ballots shall be required to ratify the proposed Bylaws revisions.

ARTICLE IX. PARLIAMENTARY PROCEDURE

Robert's Rules of Order Revised, when not in conflict with these Bylaws, shall guide the proceedings of the Friends.

ARTICLE X. FUNDS AND LIABILITY

All funds will be collected and disbursed by the Treasurer in compliance with the Funds Disbursement Policy, as adopted by the Board. The fiscal year shall be January 1 through December 31. In accordance with Oregon law, the Friends will indemnify its directors if such person acted in good faith and reasonably believed their actions to be in the best interest of the Friends.

ARTICLE XI. DISSOLUTION

Section 1. The Friends may be dissolved by a two-thirds vote of responding voters, provided that at least two (2) weeks' notice is given to all authorized to vote.

Section 2. In case of dissolution, any assets remaining after the payment of the obligations shall be transferred to and become part of the general funds of the Tualatin Library Foundation. Alternatively, the funds could be directed to the City of Tualatin for sole use by the Tualatin Public Library.