

TITLE PAGE

FRIENDS OF THE ROSEBURG PUBLIC LIBRARY

AMENDED AND RESTATED BYLAWS

FRIENDS OF THE ROSEBURG PUBLIC LIBRARY
Revised and Adopted ByLaws 2026

1409 NE Diamond Lake BLVD
Roseburg, Oregon 97470

These bylaws govern the structure, authority, and operations of the Friends of the Roseburg Public Library, a nonprofit organization operating under the Oregon Nonprofit Corporation Act (ORS Chapter 65) and Section 501(c)(3) of the Internal Revenue Code.

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ARTICLE I. NAME AND PURPOSE

Section 1.1 Name

The name of this organization shall be **Friends of the Roseburg Public Library** (“the Organization”).

Section 1.2 Purpose

The Organization exists to support, promote, and advocate for the Roseburg Public Library and its programs, services, and activities for the benefit of the community.

Section 1.3 Legal Status

The Organization operates exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and in compliance with the Oregon Nonprofit Corporation Act (ORS Chapter 65).

ARTICLE II. MEMBERSHIP

Section 2.1 Enrollment

Membership is open to any individual, family, or group that provides their name and contact information and consents to receive organizational notices.

Section 2.2 Qualifications

There will be no requirement for members to contribute dues to the organization or residency requirements.

Section 2.3 Termination of Membership

Membership continues until the member provides written or electronic notice of resignation. 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 (Special Meeting) is called for that purpose with notice to the member and to all Directors.

Section 2.4 Rights and Privileges of Membership. Only members in good standing shall be:

Section 2.4.1. Entitled to vote on matters submitted to members.

Section 2.4.2. Eligible to sit on the Board, to serve as an Officer of, and to serve on a Committee of the Friends.

Section 2.4.3. Entitled to attend all meeting of the Friends, as described in Article III.

Section 2.5 Records and Privacy

The Organization shall maintain accurate membership records in a secure location. Such records may be provided to the Director of the Roseburg Library for statistical purposes but will not be used by any other organization for contact purposes.

ARTICLE III. MEETINGS OF MEMBERS

Section 3.1 Voting Rights

Each individual membership is entitled to one vote. Family or group memberships are entitled to two votes, provided two members are present and voting.

Section 3.2 Notifications

Notice of all member meetings shall be provided to each member at their last known physical or electronic address and shall include the date, time, place, and purpose.

Section 3.3 Annual Meeting

The annual meeting shall be held yearly for the election of Officers and Directors and for the transaction of other business.

Section 3.4 Special Meetings

Special meetings may be called by the Board or by written request of at least five percent (5%) of the membership. A written request to the Secretary describing the purpose of the meeting with the date, time and place, will be required a minimum of 15 days in advance. Special meetings for Board of Directors only attending require two (2) days' notice.

Section 3.5 Regular Meeting

Regular meetings shall be held at times and places determined by the Board. Any member may present recommendations to the board at the end of agenda items.

Section 3.6 Quorum

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

Section 3.7 Proxy Voting

Proxy voting is prohibited.

Section 3.8 Action Without Meeting

Member action without a meeting is prohibited unless authorized by the Board and permitted under ORS Chapter 65.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.1 Authority

The Board of Directors ("the Board") manages the affairs of the Organization.

Section 4.2 Composition

The Board consists of the elected officers and any appointed Directors-at-Large.

Section 4.3 Election and Term

Directors are elected at the annual meeting for one-year terms. With no limit on the number of terms.

Section 4.4 Removal of Directors

A Director may be removed by a two-thirds (2/3) vote of the members present at a special meeting called for that purpose. No other items will be addressed at this special meeting.

Section 4.5 Vacancies

Vacancies are filled by Board appointment and will serve until the expiration of the term of office for which they were appointed.

Section 4.6 Quorum and Voting

A majority of Directors currently in office constitutes a quorum. Electronic voting is permitted as described in Article VII.

Section 4.7 Compensation

Directors, officers, and volunteers shall not receive compensation but may be reimbursed for reasonable expenses.

Section 4.8 Advancement of Expenses

Expenses may be advanced upon written affirmation and repayment agreement.

ARTICLE V. COMMITTEES

Section 5.1 Advisory Committees

The Board may establish or dissolve advisory committees as needed.

ARTICLE VI. OFFICERS

Section 6.1 Titles

Officers include: President, Vice President, Secretary, Treasurer, and Officers-at-Large. The immediate past President will automatically be a designate officer at large. All officers will be members of the Board of Directors and must be members of the organization.

Section 6.2 Election and Vacancies

Officers are elected by the membership at the annual meeting. Vacancies are filled by the Board.

Section 6.3 Additional Officers

The Board may appoint additional officers or agents.

Section 6.4 Duties of Officers

Section 6.4.1. Duties of the President, Vice President, Secretary, and Treasurer.

Section 6.4.2. President: The President is the chief officer of the Friends of the Library and Chair of the Board. They will, but not limited to: preside over all general membership and Board of Director meetings and perform or delegate other duties as required.

Section 6.4.3. 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 of the Board.

Section 6.4.4. Secretary: The Secretary will, but not limited to: maintain the minutes of the general and Board meetings including the results of all votes taken in person or electronically and present these records to the membership at the call of the President. The Secretary or their designate will provide notification of all meetings, maintain current and accurate membership lists and perform other duties as required.

Section 6.4.5. Treasurer: The Treasurer will, but not limited to: have the overall responsibility for recording organization funds. They will perform or delegate the following duties: maintain and make available to the Board full and accurate accounting of all financial records of the organization; deposit all monies to the credit of the organization into the board designated depository; disburse any funds when and where appropriate; file and keep current all registrations as required by law; file required state and federal tax forms; regularly report the financial condition of the organization to the Board of Directors; perform other duties as required.

ARTICLE VII. ELECTRONIC MEETINGS AND ELECTRONIC VOTING

Section 7.1 Electronic Meetings

Meetings may be held by telephone, video conference, or other real-time electronic means.

Section 7.2 Electronic Voting

Electronic voting is permitted for the Board, committees, and members when conducted in compliance with ORS 65.341.

Section 7.3 Validity

Electronic actions have the same force and effect as in-person actions.

ARTICLE VIII. INDEMNIFICATION

Section 8.1 General

The Organization shall indemnify individuals to the fullest extent permitted by ORS 65.387–414.

Section 8.2 Scope

Indemnification may include, but not limited to: expenses, judgments, fines, and settlements.

Section 8.3 Insurance

The Organization may purchase liability insurance.

ARTICLE IX. DISSOLUTION

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

Section 9.1 Dissolution

Upon dissolution, remaining assets shall be distributed for charitable purposes consistent with Section 501(c)(3).

Section 9.2 Eligible Recipients

Assets shall be distributed to the Roseburg Public Library or a similar nonprofit.

Section 9.3 Prohibited Distribution

No assets shall be distributed to any individual except for reimbursement of authorized expenses.

ARTICLE X. AMENDMENTS TO BYLAWS

Section 10.1 Authority

These bylaws may be amended by a two-thirds vote of members present, at any regular or annual meeting, only after Directors have voted to recommend whether the proposed amendment and restated ByLaws should be adopted by the members.

Section 10.2 Notice of Amendments to ByLaws

Proposed amendments must be provided prior to all members before the meeting. The notice will state that one of the items on the agenda is to consider a proposed amendment and restated ByLaws.

Section 10.3 Proposals

Amendments may be proposed by the Board or by any five (5) members.

Section 10.4 Compliance

All amendments must comply with ORS Chapter 65 and Section 501(c)(3). If approved, said amendments and restated ByLaws shall be recorded in Douglas County, Oregon.

ARTICLE XI. FINANCIAL ADMINISTRATION

Section 11.1 Fiscal Year

The fiscal year shall be March 1 through February 28/29.

Section 11.2 Records

The Organization shall maintain accurate financial records.

Section 11.3 Deposits and Disbursements

Funds shall be deposited in Board-designated accounts.

Section 11.4 Reports

The Treasurer shall provide regular financial reports.

Section 11.5 Budget

The Board may adopt an annual budget.

Section 11.6 Financial Review

The Board may authorize a financial review or audit.

Section 11.7 Restrictions

No funds shall inure to the benefit of any individual except for reimbursement of authorized expenses.

ARTICLE XII. CONFLICT OF INTEREST POLICY

Section 12.1 Purpose

This policy ensures decisions are made in the Organization's best interests.

Section 12.2 Definition

A conflict exists when a personal or financial interest could influence judgment.

Section 12.3 Disclosure

Conflicts must be disclosed to the Board.

Section 12.4 Recusal

Individuals with conflicts shall not participate in discussion or voting.

Section 12.5 Determination

Disinterested Directors determine whether a conflict exists.

Section 12.6 Violations

The Board may investigate and take corrective action.

ARTICLE XIII. NON-DISCRIMINATION

Section 13.1 Policy

The Organization shall not discriminate based on any protected characteristic under federal, state, or local law.

Section 13.2 Application

This policy applies to all programs, activities, membership, and leadership roles.

ADOPTION RESOLUTION

Resolution No. 2026-01

A Resolution Adopting the Revised Bylaws of the Friends of the Roseburg Public Library

WHEREAS, the Board of Directors has reviewed the revised bylaws dated 2026; and

WHEREAS, the Board finds the bylaws to be in the best interests of the Organization;

NOW, THEREFORE, BE IT RESOLVED that the Board hereby adopts the attached bylaws.

Adopted this 3-17-26 . Date

BOARD-ADOPTION SIGNATURE PAGE

Officer Signatures

President

Signature: Geneva A. Croft

Printed Name: Geneva A. Croft

Date: 17 MARCH 2026

Vice President

Signature: Marcia Tassano

Printed Name: Marcia Tassano

Date: 3/17/26

Secretary

Signature: Louise M. Peterson

Printed Name: Louise M. Peterson

Date: 3/17/26

Treasurer

Signature: Suzanne Hall

Printed Name: Suzanne Hall

Date: 3/17/26

Director-at-Large

Signature: Lorraine T. Walker

Printed Name: Lorraine T. Walker

Date: 3-17-26

Secretary's Certification

I certify that this document is the true and correct copy of the bylaws adopted on the date above.

Secretary Signature: *Louise M. Peterson*
Printed Name: Louise M. Peterson
Date: 3/24/26

NOTARY ACKNOWLEDGMENT

State of Oregon
County of Douglas

On this 24 day of MARCH, **2026**, before me, the undersigned Notary Public, personally appeared:

- *Merrisa A. Bell*, President
- *Louise M. Peterson*, Secretary

who acknowledged executing this document in their authorized capacities.

Notary Public Signature: *Kesna Wells*

Printed Name: Kesna Wells

My Commission Expires: July 8, 2028

Notary Seal:
(Place seal here)

