

**AMENDED BYLAWS
OF
FRIENDS OF NCRD
An Oregon Non-Profit 501(c)(3)**

**Article I
Name/ Registered Agent/Registered Office**

The name of this Corporation is Friends of NCRD (hereinafter “the Corporation”). The Registered Agent of the Corporation is Barbara McCann. The Registered Office of the Corporation is 36380 Highway 101 North, Nehalem and the mailing address of the Corporation is Post Office Box 511, Nehalem, OR 97131.

**Article II
Purposes**

The Corporation is organized exclusively for charitable purposes and these are stated in the Corporation’s Articles of Incorporation

**Article III
Board of Directors**

3.1 Powers. The management of all affairs and interests of the Corporation shall be vested in its Board of Directors (hereinafter “the Board”).

3.2 Number and Tenure. The number of Directors shall be no fewer than five and no more than fifteen. Each Director shall serve a three-year term except when terms need to be staggered. Terms shall be staggered so that approximately 1/3 of the Board of Directors’ terms shall expire each year. At each annual meeting of the Board, a Director shall be elected or re-elected for each Director whose term is expired. The term of a Director elected at the annual meeting shall commence on July 1 following the election.

3.3 Vacancies. Any vacancy may be filled by the affirmative vote of a majority of the remaining Directors, though no less than a quorum of the Board. A Director elected to fill any vacancy shall hold office for the un-expired term of the predecessor and until a successor is elected.

3.4 Annual and Regular Meetings. An annual meeting of the Board shall be held during May of each year at a time and place designated by the Board. In addition to the annual meeting, there shall be regular meetings of the Board, held, with ample notice, not less frequently than once each calendar quarter.

3.5 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors.

3.6 Notice. Notice of any special meeting of the Board of Directors shall be given at least three days previously by telephone, email or letter.

3.7 Quorum. A simple majority of the members of the Board shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business.

3.8 Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting the Board; provided that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation.

3.9 Removal. Any Director may be removed by the Board whenever in the Board's judgment the best interests of the Corporation would be served. This would require a vote of the majority of the Directors in office.

Article IV Officers

4.1 Designations. The officers of the Corporation shall be a President, Vice President, a Secretary, and a Treasurer. All officers shall be elected for a term of one year.

4.2 The President. The President shall preside at all meetings of the Board, shall have general supervision of the affairs of the Corporation, and shall perform such other duties as are incident to the office or are properly required of the President by the Board. The President shall be the principal executive officer of the Corporation.

4.3 Vice President. During the absence or disability of the President, the Executive Vice President, shall exercise all the functions of the President. The Vice President shall have such powers and discharge such duties as may be assigned to him or her from time to time by the Board. By-Laws

4.4 Secretary. The Secretary shall issue notices for all meetings, except for notices of special meetings the Board which are called by the requisite number of Directors; shall keep minutes of all meetings; shall have charge of the seal and the corporate books; and shall make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary by the Board of Directors.

4.5 The Treasurer. The Treasurer shall have the custody of all monies of the Corporation and shall keep regular books of account. The Treasurer shall present the Board with a monthly financial report. The Treasurer shall perform such other duties as are incident to the office or are required by the Board.

4.6 Committees. The Board may appoint, from time to time, standing or temporary committees, at least one of whom is a member of the Board. Such committees may be vested

with such powers as the Board may determine by resolution passed by a majority of the full Board.

4.7 Limitations. No committee may adopt, amend, or repeal the Articles, or any resolution by the Board. No committee member may adopt a plan of merger or consolidation with another Corporation, authorize the sale, lease, exchange or mortgage, of all or substantially all of the property and assets of the Corporation, or authorize the voluntary dissolution of the Corporation or revoking proceeds therefore. All committees so appointed shall keep regular minutes of the transactions of their meetings.

Article V Conflict of Interest

Any member of the Board who has financial, personal, or official conflict (or appearance of conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him or herself and will vacate his seat and refrain from discussion and voting on said item. (See attached **Conflict Policy** adopted by the Board at its first annual meeting).

Article VI Deposits, Funds, Donations, Checks

6.1 Depositories. The monies of the Corporation shall be deposited in the name of the Corporation in such bank or banks or trust company or trust companies as the Board shall designate, and shall be drawn from such accounts only by check or other order for payment of money signed by such persons, and in such manner, as may be determined by resolution of the Board of Directors. In the absence of such determination, such instruments shall be signed by the Treasurer and countersigned by the President or a Vice-President of the Corporation.

6.2 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or device for the general purposes, or for any special purpose, of the Corporation.

6.3 Grants. The Board of Directors will agree to sponsorship of grants on the condition that the Corporation retain control and discretion over the use of such funding it receives in compliance with the intent of the grantor.

Article VII Dissolution

Upon dissolution of the Corporation, its assets shall be in compliance with Section 501(c)(3) of the Internal Revenue Code the Act 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. Any such assets not so disposed of shall be disposed of by the court of competent jurisdiction of Tillamook County, Oregon, in which the principal office of the Corporation is and will be permanently located, exclusively for the purposes of, or to such

organization(s), as said court shall determine, which are organized and operated exclusively for such purposes.

**Article VIII
Amendments**

These Bylaws may be amended by a two-thirds vote of Board members present at any meeting, provided a quorum is present and a copy of the proposed amendment(s) are provided to each Board member at least one week prior to said meeting.

**Article IX
Fiscal Year**

The Corporation's fiscal year shall be from July 1 to June 30.

**Article X
Diversity**

The Corporation understands that our mission to serve the community, and to be sustainable, requires a diverse Board who represent the cultural characteristics of the area. The Board will identify opportunities for broadening our relations and will strive to attract and maintain a diverse Board. This will allow the Corporation to benefit from a variety of perspectives and maximize its influence as a non-profit. The Board or a delegated member of Friends of NCRD will educate community members about opportunities to serve within the organization.

The Amended By-Laws of the Friends of NCRD were adopted by the Board on June 20, 2018.

Gail Young, Secretary

Date: June 20, 2018