BYLAWS
OF
CEDAR MILL COMMUNITY LIBRARY ASSOCIATION of WASHINGTON COUNTY

Approved by Board July 21, 2026
Ratified by Membership October 20, 2026

ARTICLE I – NAME AND OBJECT

Section 1: This Association shall be known as the CEDAR MILL COMMUNITY LIBRARY ASSOCIATION OF WASHINGTON COUNTY, hereinafter referred to as the "Association," and its principal office shall be located in the community of Cedar Mill in the county of Washington, State of Oregon. *{Restated 1993, Amended 2016}*

Section 2: It shall be a Public Benefit Corporation. It shall have as its object the establishment and operation of a community library open to the general public on a nonprofit basis consonant with the provisions set forth in its Articles of Incorporation and with prevailing public law; and it shall be competent to receive donations of money, books, and other property for the uses and purposes of the Association. *{Restated 1993}*

Section 3: Cedar Mill Community Library Association adopted its Articles of Incorporation on September 24, 1974, at 750 N.W. 107th Avenue, Portland, Oregon, 97229. The Certificate of Incorporation was issued on September 27, 1974. *{Amended 2002, 2016}*

Section 4: Reference herein to Library shall include the sites and operations of both the Cedar Mill Library and the Bethany Library. *{Added 2026}*

Section 5: Volunteers – community residents donating their time, talents and resources – have played a critical role in operating the Cedar Mill Community Library since its inception. The Association strongly endorses the principles of voluntarism. The Association encourages the broadest possible level of participation by volunteers in the Library's affairs to best serve Library patrons and to build and maintain strong support for the Library in the community at large. *{Added 2002}*

Section 6: If the context of these Bylaws so requires, the singular or plural form of a pronoun shall be taken to mean and include the masculine, feminine and neutral forms. The singular 'they,' 'them' or 'their' shall be used as gender-inclusive pronouns to refer to any unspecified person, member or officer. *{Restated c2026}*

ARTICLE II – MEMBERSHIP

Section 1: The Association shall have Members. Membership in this Association shall be available to any person without regard to age, sex, race, color, religion, national origin, sexual orientation or other protected classes in accordance with federal, state and local anti-discrimination law. *{Restated 1993 Amended 2016, 2026}*

Section 2: Membership is open to any individual, family or organization subject to compliance with the provisions of the Bylaws, and who makes an annual monetary contribution. *{Amended 2002, 2016}*

Section 3: A contribution based on a single dues category shall constitute one "Membership" with one vote in the Association. If more than one person (such as a family or organization) holds a single Membership, and if only one person votes, such vote binds the persons holding the Membership. If more than one person votes, then the vote shall be divided on a pro rata basis. *{Restated 1993, Amended 2016}*

Section 4: The Association may conduct an annual enrollment of Members, but persons may be admitted to Membership at any time. *{Restated 1993}*

Section 5: Only Members in good standing in the Association shall be eligible to participate in its business meetings or to serve in any of its elective or appointive positions. *{Restated 1993}*

Section 6: Each Member of the Association, as herein defined, shall be entitled to attend and to vote at any meeting of the Association, if personally present. Each Membership, regardless of category, shall be entitled to one vote. In voting at a meeting of the Association, the act of a majority of those Members in attendance entitled to vote shall be the act of the Members unless otherwise provided by law or these Bylaws. *{Restated 1993, Amended 2016}*

Section 7: Whereas the Library shall be open for use by the general public, the rights and privileges of Membership in this Association shall not include exclusive use of the Library except as provided for in Article XII of these Bylaws. *{Restated 1993}*

ARTICLE III – ASSOCIATION MEMBERSHIP MEETINGS

Section 1: There shall be an annual meeting of the Members of the Association at 7:00 p.m. on the third Tuesday of October of each year for the purpose of receiving and approving reports from the Officers; for nominating and electing Directors (when they are to be elected as herein provided) and for the transaction of such other business as may be presented by the Officers or from the floor. The Board will present a nominee for each elective vacancy at the election. *{Restated 1993, Amended 2008, Amended 2016, 2019}*

Section 2: If, for any cause, the annual meeting shall not be held at the appointed time, it may be held anytime thereafter upon the call of the President, or three (3) Directors or at least ten (10) Members then entitled to vote. *{Restated 1993}*

Section 3: Notice of the time, place and purpose of each meeting of the Members shall be given to the Membership by written notice or such other notice as is fair and reasonable. Notice shall be deemed fair and reasonable if given in writing to each Member no fewer than seven (7) days if mailed by United States First Class or Registered Mail, postage prepaid and properly addressed, but no fewer than thirty (30) nor more than sixty (60) days before the meeting if mailed by other than United States First Class or Registered Mail. Notice of each meeting shall be posted in the Library for no less than ten (10) days continuously and immediately prior to the day of the meeting. Other notice methods may include but not be limited to inclusion in a bulletin or newsletter, posting on the Association website and other applicable electronic communication options, including email at an address the Member has elected to receive notice. The notice shall contain a description of any matter or matters which must be specifically approved by the Members pursuant to statute. Notice of any special meeting shall include a description of the purpose or purposes for which the meeting is called. *{Restated 1993; Amended 2016, 2026}*

Section 4: The President shall, at the written request of three (3) Directors or ten (10) voting Members, stating the purpose therefor, call a special meeting of the Association. Should the President fail to call the meeting within thirty (30) days, then three (3) Directors or any person signing any demand for meeting may call the same and publish and post the requisite notice. Only matters within the purpose or purposes described in the meeting notice may be conducted at a special meeting of members. *{Restated 1993; Amended 2026)*

Section 5: All meetings of the Association shall be held in Washington County. Voting contracts among Members are prohibited. *{Restated 1993}*

Section 6: A quorum for the transaction of business at any meeting of the Members shall be equal to those Members present. There shall be no proxies. Cumulative voting for Directors is prohibited. *{Amended 2002}*

Section 7: The record date for the purpose of determining Members' entitlement to notice, to vote or take any other lawful action shall be the day before the day on which the first notice of meeting is mailed or otherwise transmitted to Members. The Secretary shall prepare, or cause to be prepared, an alphabetical list of the names, addresses and membership dates of all the Association's Members. That list shall be available for inspection by any Member for the purpose of communicating with other Members concerning the meeting, beginning two (2) business days after notice of the meeting is given for which the list was prepared and continuing through the meeting. *{Restated 1993, Amended 2016}*

ARTICLE IV – DIRECTORS, OFFICERS AND THEIR DUTIES

Section 1: All the property, powers and legal rights of the Association shall be vested in a Board of Directors, in trust, for carrying out its objects. The Board of Directors shall have the power to fill all vacancies in its own body occurring from resignations, removal or death. Such appointments shall be for the unexpired term. The terms of the Board positions shall be three (3) years, with staggered re-election years.

Section 2: Directors shall discharge the duties of a director and as a member of a committee in good faith, and with the care an ordinarily prudent person would exercise under similar circumstances, and in a manner the Director reasonably believes to be in the best interests of the Association. Directors and the Board shall be subject to the provisions of ORS 65.361 governing conflicts of interest. *{Added 2026}*

Section 3: The Board shall enact suitable and necessary Bylaws, repeal or change the same, pursuant to Article XIII. The Board shall also have the power to take any action which in its judgment may be proper and necessary to conduct the business of the Association. *{Amended 2002, 2016}*

Section 4: The number of Directors shall be eleven (11), who shall be of legal age and elected as herein provided and shall hold office for three years each, unless any one or more is removed sooner by resignation, removal or by permanently leaving the Washington and Multnomah Counties area or as hereinafter provided in these Bylaws. *{Amended 2002, 2016, 2026}*

Section 5: The Board of Directors annually, no later than the next regular Board meeting following the election of Directors, shall elect a President, Vice President, Secretary and Treasurer, all of whom shall be members of the Board, who shall be Officers of the Association, provided, however, that the same individual may not serve simultaneously as the President, Secretary and Treasurer. Such Officers shall hold offices for one year each, and until their successors are chosen and qualified, or during the pleasure of the Board of Directors. *{Restated 2009; Amended 2026}*

Section 6: The President shall preside at all meetings of the Association and Board of Directors and preserve order therein. The President shall have the power to call special meetings of the Association and Board of Directors as set forth in Article V Section 2. The President shall also, at each Annual Meeting, or more often if the President deems it expedient or is requested thereto by the Association, make a report of the general activities and condition of the Association, accompanied by such suggestions as may be best calculated to promote its prosperity. *{Restated 1993, 2026}*

Section 7: The Vice President, during the absence or disability of the President, shall carry out the duties of the President. *{Restated 1993, Amended 2016}*

Section 8: It shall be the duty of the Secretary to keep a record of the Association meetings and the Directors' meetings; to provide Directors with copies thereof and to post minutes of each on the Association bulletin boards and on the Association website; to send notices of regular meetings of the Board of Directors to the members thereof and post a notice of such on the Association bulletin boards and on the Association website for the benefit of all Association Members; to conduct the correspondence of the Board and to keep a record thereof; and to perform legal and other such duties as may be required by the Board of Directors. Any of the foregoing duties may be performed in person or caused to be performed by the Secretary unless the Board specifically directs the Secretary to perform the same in person. *{Restated 1993, Amended 2016}*

Section 9: The Treasurer shall oversee the custody of all moneys and funds of the Association, the direct responsibility for which shall be vested in the Executive Director and, by supervisory authority, the Business Manager. The Treasurer shall see that Association books are reviewed or audited annually by an independent Certified Public Accountant as directed by the Board of Directors and prescribed by the Washington County Cooperative Library Services. The Treasurer shall monitor and interpret financial statements presented to the Board on a quarterly basis. The Treasurer shall chair the Finance Committee as described in the Association's Standing Rules of Order. *{Amended 2003, 2016, 2026}*

Section 10: In case of the absence or disability of both the President and the Vice President, any of the Directors selected by the Board shall carry out the duties of the President. *{Restated 1993}*

Section 11: Missing three consecutive Board meetings or missing four meetings within a fiscal year may be cause for the Board to terminate the Director's membership on the Board. *{Amended 2002, 2016}*

Section 12: No member of the Board of Directors, acting in the capacity as Director, shall receive any compensation for their services. No member of the Board of Directors shall be employed by the Association except as an independent contractor. *{Restated 1993}*

Section 13: Resignation by a Board Director or Officer shall be submitted in writing to the President who shall deliver the same to the Board. *{Restated 1993}*

ARTICLE V – MEETINGS OF DIRECTORS

Section 1: Regular meetings of the Board of Directors shall be held on the third Tuesday of each month, the hour of the meeting to be determined by Board action. Regular Board meetings shall be open to all Association Members who shall be allowed to comment and introduce business as provided in the Standing Rules. *{Restated 1993}*

Section 2: Special meetings of the Board of Directors may be called by the President at any time, or upon the application in writing or by email of any three (3) Directors. It shall be the duty of

the President to call such meetings, and to give notice of the same to all the Directors. Any such notice shall include the purpose of the meeting. The President shall cause notice of each special meeting to be posted on the Association bulletin boards and on the Association website for the notification of Association Members. All special meetings of the Board shall be open to the Members except that special executive or "closed" meetings of the Board may be held for matters such as personnel, leasing or similar property purchase or sale matters. *{Restated 1993} {Restated 1993, Amended 2016, 2026}*

Section 3: A quorum of the Board of Directors consists of a majority of the number of Directors in office immediately before the meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present when the act is taken is the act of the Board of Directors. When a quorum is present and there is a tie, the President may cast the deciding vote. In other circumstances, the President shall not vote nor, while presiding, make a motion. *{Amended 2002, 2016, 2026}*

Section 4: The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication by which all Directors participating may simultaneously communicate during the meeting. *{Added 2026}*

Section 5: The Order of Business shall be included in the Standing Rules of Order, which Rules may be amended by a majority vote of the Directors from time to time. *{Amended 2002}*

Section 6: Subject to Section 8 below, all meetings of the Directors shall be held in the County of Washington. The Directors may take action by majority vote; such action shall be included in the minutes of the next Board meeting. *{Amended 2002, 2026}*

Section 7: Notice of all regular meetings of the Board of Directors shall be published in the Library newsletter edition next preceding the meeting. Notice and agenda of all regular and special meetings of the Board shall be posted on the Association bulletin boards and on the Association website not less than seven (7) days preceding any regular meeting and two (2) days preceding any special meeting. Notice of any special meeting of the Board must be preceded by at least two days' notice to each Director of the date, time and place of the meeting. *{Amended 2002, 2016}*

Section 8: The Board of Directors may, without a meeting, use electronic mail to take action, provided that the conditions set forth in ORS 65.343 are met. Specifically, each Director must have provided to the Association an electronic mail address for sending and receipt of communications, and notice must be provided to each Director at the electronic address on record at least 48 hours before the deadline for voting on and the proposed action. All other procedural requirements set forth in ORS 65.343 must be met. An affirmative vote of the majority of the Directors who hold office at the time that the Board of Directors takes an action by means of electronic mail is an act of the Board. *{Added 2026}*

ARTICLE VI – OREGON REVISED STATUTES

Section 1: Oregon Revised Statutes referred to herein shall include the same as amended or replaced at any time. *{Amended 2016}*

ARTICLE VII – FINANCES

Section 1: The fiscal year of the Association shall commence on the first day of July of each year. *{Restated 1993}*

Section 2: Any banking arrangement of the Association authorized by the Board of Directors can be made by the Executive Director and, by supervisory authority, the Business Manager. The President, the Vice President, the Treasurer or the Executive Director may withdraw funds from the Association's accounts for proper Association business as long as such expenditures are authorized by the Association's annual budget. Checks shall not be signed by the person who prepares them. The Board of Directors must approve any expenditure not authorized by the annual budget before such expenditure is made. *{Amended 2003}*

Section 3: The Board shall not commit funds not actually in hand. *{Restated 1993}*

Section 4: The Board shall conduct all the financial affairs of the Association by use of an annual budget which shall be prepared by the Finance Committee from the individual budgets submitted by the Executive Director and all committees. Said budget shall include all anticipated income, expense and capital expenditure items, and shall be submitted in annual form. The Board shall approve and adopt said budget. *{Amended 2003}*

Section 5: The annual budget shall be submitted by the Treasurer for Board approval prior to or at the last regular Board meeting of the Association fiscal year. *{Restated 1993}*

Section 6: The annual budget may be revised by the Board of Directors at any regular Board meeting. *{Restated 1993}*

Section 7: The Association shall purchase appropriate property and liability insurance that covers the Treasurer, Executive Director, Business Manager and other Board Members, employees and volunteers who handle Association funds or have custody of Association assets. *{Amended 2003, 2016}*

ARTICLE VIII – COMMITTEES

Section 1: At the first meeting of the Board of Directors after each annual meeting, the President, with the approval of the Board, shall appoint Chairpersons for the Standing Committees, pursuant to the Standing Rules of Order. Members of the Standing Committees shall include those as provided in the Standing Rules and such other members as are appointed by the Chair of the Standing Committee. *{Amended 2002, 2016}*

Section 2: The Chair of each Standing Committee shall submit a monthly report to the Board which shall include a summary of work completed and in progress, items of business requiring Board action, together with their recommendations for such actions, or for referral by the President to one of the other Standing Committees for further study or investigation. *{Restated 1993, Amended 2016}*

Section 3: It shall be the duty of the Standing Committees to gather such information or make such studies or investigations as are necessary to enable the Board to maintain proper oversight of Association activities. *{Amended 2002}*

Section 4: All Special Committees shall be established as provided in the Standing Rules of Order. *{Restated 1993, Amended 2016}*

Section 5: The Board of Directors may create one or more Executive Committees empowered to exercise the authority of the Board subject to the limitations set forth in ORS 65.354. Each such Executive Committee must consist of two or more Directors, and only Directors may serve as a voting member of an Executive Committee. *{Added 2026}*

Section 6: The President shall be an ex-officio member of each of the Standing, Special and Executive Committees. *{Amended 2016, 2026}*

ARTICLE IX – RECORDS AND BOOKS

Section 1: The Association shall keep the records required by ORS 65.771. The records referred to in ORS 65.771 shall be available for inspection by any Member as provided in ORS 65.774 through 65.782. A Director has a right to inspect any records the Association keeps under ORS 65.771. Such books and records shall also be available for inspection by any person as provided by ORS Chapter 192 (including, but not limited to, the Inspection of Public Records statutes, ORS 192.311 to 192.478), and in accordance with Washington County Cooperative Library Services policies and procedures. *{Amended 2002, 2016, 2026}*

ARTICLE X – DISCIPLINARY ACTION AGAINST BOARD OR ASSOCIATION MEMBERS

Section 1: The Members with cause may remove one or more Directors elected by them and may so remove any Director elected by the Board to fill the vacancy of a Director elected by the Members. The Board of Directors at any time with cause may remove any Officer the Board has the power to elect. In either case, a majority of votes cast is required. The foregoing cause includes but is not limited to failure to act in good faith, official misconduct, neglect of duty, gross immoral conduct as defined by law, or abuse of trust. *{Restated 1993, Amended 2016, 2026}*

Section 2: Members may remove a Director whom the Members elected only at a special meeting called for the purpose of removing the Director. The meeting notice must state that the purpose or one of the purposes of the meeting is to remove the Director. *{Added 2026}*

Section 3: If any Association Member shall wantonly create a disturbance of any meeting of the Association or Board, or shall devise or take part in any activity designed to injure the Association, or shall purposely damage or convert property of the Association, the Member may be terminated or suspended by the Board pursuant to ORS 65.167. *{Restated 1993}*

ARTICLE XI – EXECUTIVE DIRECTOR

Section 1: The Executive Director shall be appointed by the Board and serve at its pleasure. The Executive Director shall not be a member of the Board of Directors. *{Amended 2003}*

Section 2: The Executive Director shall be the general manager of the Library and Association and shall administer the Library and Association activities in accordance with the policies and direction of the Board. *{Amended 2003}*

Section 3: The Executive Director shall keep the Board informed on Library and Association operation and shall cooperate with the Board and the Standing Committees, Special Committees and Executive Committees in providing them with reports, records and information needed in their work. *{Amended 2003, 2026}*

Section 4: The Executive Director shall prepare an annual operations budget for submission to the Finance Committee. *{Amended 2003}*

Section 5: The Executive Director shall administer the Library and Association operations budget in accordance with its provisions and the policies of the Board. *{Amended 2003}*

Section 6: Any person affected adversely or otherwise by a decision of the Executive Director is authorized to bring the matter to the attention of the Board for its review and such action as it deems appropriate. *{Amended 2016}*

ARTICLE XII – USE OF THE LIBRARY

Section 1: The Library shall be open to the general public, and at such hours as the Board of Directors may from time to time prescribe and post and operate under such policies as shall be established and/or approved by the Board. *{Restated 1993}*

Section 2: Eligible Users, as defined by Washington County Cooperative Library Services policies and procedures, shall be entitled to the checkout privileges of the Library. *{Amended 2003, 2016, 2026}*

Section 3: Library usage privileges, including checkout of materials and/or usage of facilities, may be discontinued at the discretion of the Executive Director in accordance with Library policies and procedures. *{Restated 1993, Amended 2016, 2026}*

Section 4: Membership in this Association shall not be a requirement for the use and privilege of the Library or its materials including checkout privileges. *{Restated 1993}*

Section 5: The Library may be used for certain purposes exclusive to Members of this Association, including annual, special and Board meetings and other events that may be approved and scheduled by the Board of Directors, but which shall not be in conflict with normal Library operations. *{Restated 1993}*

Section 6: Designated Library facilities may be used for educational meetings and similar purposes pursuant to Standing Rules as may be from time to time adopted by the Board. Such use shall not conflict with regular Library functions or Association and Board meetings. *{Amended 2002}*

Section 7: The Board shall adopt a materials selection policy which will be carried out by the Executive Director. The Executive Director shall appoint qualified staff members to choose materials following the policy guidelines. No media shall be excluded solely on the basis of content so long as such material does not violate any applicable state or federal laws. *{Amended 2003}*

Section 8: Some books, because of fragile condition and significant value or extreme scarcity, may be kept locked and restricted from circulation outside the Library proper. However, such books shall be available for use within the confines of the Library by any responsible person. *{Restated 1993, Amended 2016}*

ARTICLE XIII – AMENDMENTS

Section 1: These Bylaws may be amended or modified by a majority vote of the Directors present at any meeting of the Board at which a quorum is present. All amendments shall be

effective when adopted unless modified or repealed by the Association Members at a meeting in which such purpose is stated in the notice thereof. *{Restated 1993}*

Section 2: The Board shall give notice to the Members of each amendment of these Bylaws adopted by the Board not later than thirty (30) days after adoption by notice in the newsletter or other appropriate electronic communication and by posting notice and copies of changes at the Library. The Board shall call a special meeting immediately preceding the annual meeting for the purpose of ratifying any amendments to the Bylaws adopted by the Board since the last annual meeting. *{Restated 1993, Amended 2016}*

Section 3: In the event any two Members of the Board or ten (10) Members entitled to vote so demand in writing, the President shall call a special meeting of the Association Members for the purpose of considering any further amendments or modifications of the Bylaws. The President shall follow the following procedure:

(a) Notice of a special meeting of the Members of the Association shall be given.

(b) The notice shall state the last amendments to the Bylaws adopted by the Board and any changes or objections proposed by the persons requesting the meeting. The notice shall state any preexisting wording, the newly adopted wording and any proposed wording.

(c) A quorum shall be Members entitled to vote who are present at the meeting and the act of a majority thereof shall be the act of the Membership. *{Restated 1993}*

ARTICLE XIV – INDEMNITY

Section 1: This Association shall indemnify each Director to the maximum extent permitted by ORS Section 65.387 through Section 65.414. *{Amended 2002, 2016}*

ARTICLE XV – PARLIAMENTARY AUTHORITY

Section 1: The rules contained in "Robert's Rules of Order Newly Revised" shall supplement the rules and regulations adopted by this Association and shall govern in all cases in which said Rules of Order are applicable and insofar as they are not inconsistent or in conflict with applicable laws, these Bylaws or rules and regulations adopted by this Association. *{Restated 1993}*

ARTICLE XVI – ADOPTION

Section 1: These restated Bylaws were adopted by the Board on this 18th day of May 1993.

Amended and adopted as herein printed by the Cedar Mill Community Library Association on the 20th day of July 1993.

Amended and adopted as herein printed by the Cedar Mill Community Library Association on the 21st day of October 1997.

Amended by the Board on February 19, 2002, and ratified by the Cedar Mill Community Library Association on July 16, 2002.

Ratified by the Cedar Mill Community Library Association on July 15, 2003.

Ratified by the Cedar Mill Community Library Association on July 15, 2008.

Amended and ratified by the Cedar Mill Community Library Association on October 20, 2009.

Amended by the Board of Directors on March 17, 2016.

Amended and ratified by the Cedar Mill Community Library Association on October 18, 2016.

Amended by the Board of Directors on July 16, 2019; Ratified by Members of Cedar Mill Community Library Association October 15, 2019.

Amended by the Board of Directors on July 21, 2026; Ratified by Members of the Cedar Mill Community Library Association on October 20, 2026.