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Form **990-EZ****Short Form****Return of Organization Exempt From Income Tax**

OMB No 1545-1150

2009Department of the Treasury
Internal Revenue Service**Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)**

▶ Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$500,000 and total assets less than \$1,250,000 at the end of the year may use this form.

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

**Open to Public
Inspection****A For the 2009 calendar year, or tax year beginning** 7/01, **2009, and ending** 6/30, **2010****B** Check if applicable:

- ☐ Address change
☐ Name change
☐ Initial return
☐ Termination
☐ Amended return
☐ Application pending

Please use IRS label or print or type. See Specific Instructions.

C
DESCHUTES PUBLIC LIBRARY FOUNDATION, INC
507 NW WALL STREET
BEND, OR 97701**D Employer identification number**

94-3178822

E Telephone number

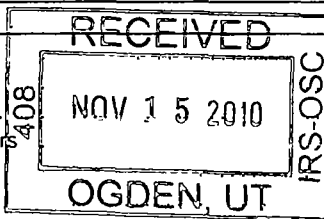
541-312-1031

F Group Exemption Number ▶• **Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).****G Accounting method** ☒ Cash ☐ Accrual
Other (specify) ▶**I Website:** ▶ WWW.DPLS.LIB.OR.US/**J Tax-exempt status** (check only one) — ☒ 501(c) (3) (insert no.) ☐ 4947(a)(1) or ☐ 527**H Check** ☐ if the organization is **not** required to attach Schedule B (Form 990, 990-EZ, or 990-PF)**K Check** ☐ if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally **not** more than \$25,000. A Form 990-EZ or Form 990 return is not required, but if the organization chooses to file a return, be sure to file a complete return.**L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts, if \$500,000 or more, file Form 990 instead of Form 990-EZ**

▶ \$ 35,996.

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions for Part I.)

REVENUE	1	Contributions, gifts, grants, and similar amounts received	1	33,506.
	2	Program service revenue including government fees and contracts	2	
	3	Membership dues and assessments	3	
	4	Investment income	4	2,799.
	5a	Gross amount from sale of assets other than inventory	5a	
	5b	Less cost or other basis and sales expenses	5b	
	5c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5c	-309.
	6	Special events and activities (complete applicable parts of Schedule G). If any amount is from gaming, check here <input type="checkbox"/>		
	6a	Gross revenue (not including \$ of contributions reported on line 1)	6a	
	6b	Less direct expenses other than fundraising expenses	6b	
6c	Net income or (loss) from special events and activities (Subtract line 6b from line 6a)	6c		
7a	Gross sales of inventory, less returns and allowances	7a		
7b	Less cost of goods sold	7b		
7c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c		
8	Other revenue (describe ▶)	8		
9	Total revenue Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8	9	35,996.	
EXPENSES	10	Grants and similar amounts paid (attach schedule)	10	
	11	Benefits paid to or for members	11	
	12	Salaries, other compensation, and employee benefits	12	
	13	Professional fees and other payments to independent contractors	13	1,063.
	14	Occupancy, rent, utilities, and maintenance	14	
	15	Printing, publications, postage, and shipping	15	251.
	16	Other expenses (describe ▶ SEE STATEMENT 1)	16	40,910.
	17	Total expenses. Add lines 10 through 16	17	42,224.
18	Excess or (deficit) for the year (Subtract line 17 from line 9)	18	-6,228.	
NET ASSETS	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	218,334.
	20	Other changes in net assets or fund balances (attach explanation) SEE STATEMENT 2	20	11,157.
	21	Net assets or fund balances at end of year. Combine lines 18 through 20	21	223,263.

**Part II Balance Sheets.** If Total assets on line 25, column (B) are \$1,250,000 or more, file Form 990 instead of Form 990-EZ

(See the instructions for Part II.)

	(A) Beginning of year	(B) End of year
22 Cash, savings, and investments	218,334.	253,263.
23 Land and buildings		
24 Other assets (describe ▶)		
25 Total assets	218,334.	253,263.
26 Total liabilities (describe ▶ SEE STATEMENT 3)	0.	30,000.
27 Net assets or fund balances (line 27 of column (B) must agree with line 21)	218,334.	223,263.

BAA For Privacy Act and Paperwork Reduction Act Notice, see separate instructions.

Form 990-EZ (2009)

99 2

SCANNED DEC 07 2010

Expenses

(Required for section 501(c)(3) and (4) organizations and section 4947(a)(1) trusts, optional for others)

Part V Other Information (Note the statement requirements in the instrs for Part V.)

SEE STATEMENT 5

	Yes	No
33 Did the organization engage in any activity not previously reported to the IRS? If 'Yes,' attach a detailed description of each activity		X
34 Were any changes made to the organizing or governing documents? If 'Yes,' attach a conformed copy of the changes	X	
35 If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining why the organization did not report the income on Form 990-T		
a Did the organization have unrelated business gross income of \$1,000 or more or was it subject to section 6033(e) notice, reporting, and proxy tax requirements?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
36 Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If 'Yes,' complete applicable parts of Schedule N		X
37a Enter amount of political expenditures, direct or indirect, as described in the instructions 37a 0.		
b Did the organization file Form 1120-POL for this year?		X
38a Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the period covered by this return?		X
b If 'Yes,' complete Schedule L, Part II and enter the total amount involved 38b N/A		
39 Section 501(c)(7) organizations Enter		
a Initiation fees and capital contributions included on line 9 39a N/A		
b Gross receipts, included on line 9, for public use of club facilities 39b N/A		
40a Section 501(c)(3) organizations Enter amount of tax imposed on the organization during the year under section 4911 0. ; section 4912 0. ; section 4955 0.		
b Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or is it aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If 'Yes,' complete Schedule L, Part I 40b		X
c Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 0.		
d Section 501(c)(3) and 501(c)(4) organizations Enter amount of tax on line 40c reimbursed by the organization 0.		
e All organizations At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If 'Yes,' complete Form 8886-T 40e		X
41 List the states with which a copy of this return is filed OR		
42a The organization's books are in care of MICHAEL MCGEAN Telephone no 541-389-5010 Located at 507 NW WALL STREET BEND OR ZIP + 4 97701		
b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If 'Yes,' enter the name of the foreign country		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of a Foreign Bank and Financial Accounts.		
c At any time during the calendar year, did the organization maintain an office outside of the U.S.? If 'Yes,' enter the name of the foreign country		X
43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 — Check here and enter the amount of tax-exempt interest received or accrued during the tax year 43 <input type="checkbox"/> N/A N/A		
44 Did the organization maintain any donor advised funds? If 'Yes,' Form 990 must be completed instead of Form 990-EZ 44		X
45 Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If 'Yes,' Form 990 must be completed instead of Form 990-EZ 45		X

Part VI Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only. All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 46-49b and complete the tables for lines 50 and 51.

	Yes	No
46 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If 'Yes,' complete Schedule C, Part I	<input type="checkbox"/>	<input checked="" type="checkbox"/>
47 Did the organization engage in lobbying activities? If 'Yes,' complete Schedule C, Part II	<input type="checkbox"/>	<input checked="" type="checkbox"/>
48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If 'Yes,' complete Schedule E	<input type="checkbox"/>	<input checked="" type="checkbox"/>
49a Did the organization make any transfers to an exempt non-charitable related organization?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b If 'Yes,' was the related organization a section 527 organization?	<input type="checkbox"/>	<input type="checkbox"/>

50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter 'None'

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account and other allowances
NONE				

f Total number of other employees paid over \$100,000 ▶

51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter 'None'

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
NONE		

d Total number of other independent contractors each receiving over \$100,000 ▶

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here Date 11/8/10

Signature of officer [Signature]

Type or print name and title Michael H. McGeau, chair of Board of Directors

Paid Preparer's Use Only

Preparer's signature [Signature] Date 11/2/10

Firm's name (or yours if self-employed), address, and ZIP + 4 GREER, MAHR & ASSOCIATES, LLP
499 SW UPPER TERRACE DRIVE STE. A
BEND, OR 97702

Check if self-employed ☐ Preparer's Identifying Number (See instructions) N/A

EIN N/A

Phone no (541) 388-7888

May the IRS discuss this return with the preparer shown above? See instructions

☒ Yes ☐ No

BAA

Form 990-EZ (2009)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization

DESCHUTES PUBLIC LIBRARY FOUNDATION, INC

Employer identification number

94-3178822

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions

The organization is not a private foundation because it is (For lines 1 through 11, check only one box.)

- 1 ☐ A church, convention of churches or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 ☐ A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 ☐ A hospital or cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 ☐ A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 ☒ An organization that normally receives (1) more than 33-1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions — subject to certain exceptions, and (2) no more than 33-1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
- a ☐ Type I b ☐ Type II c ☐ Type III — Functionally integrated d ☐ Type III — Other
- e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f ☐ If the organization received a written determination from the IRS that is a Type I, Type II or Type III supporting organization, check this box.
- g ☐ Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

- (i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
- (ii) a family member of a person described in (i) above?
- (iii) a 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11 g (i)		
11 g (ii)		
11 g (iii)		

h Provide the following information about the supported organizations

(i) Name of Supported Organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U.S.?		(vii) Amount of Support
			Yes	No	Yes	No	Yes	No	
Total									

BAA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2009

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions and membership fees received. (Do not include 'unusual grants'.)						
2 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf.						
3 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge.						
4 Total. Add lines 1 through 3.						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f).						
6 Public support. Subtract line 5 from line 4.						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4.						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources.						
9 Net income from unrelated business activities, whether or not the business is regularly carried on.						
10 Other income. Do not include gain or loss from the sale of capital assets. (Explain in Part IV.)						
11 Total support. Add lines 7 through 10.						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here. ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f)).	14	%
15 Public support percentage from 2008 Schedule A, Part II, line 14.	15	%
16a 33-1/3 support test – 2009. If the organization did not check the box on line 13, and the line 14 is 33-1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization. ▶ <input type="checkbox"/>		
b 33-1/3 support test – 2008. If the organization did not check a box on line 13, or 16a, and line 15 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization. ▶ <input type="checkbox"/>		
17a 10%-facts-and-circumstances test – 2009. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization. ▶ <input type="checkbox"/>		
b 10%-facts-and-circumstances test – 2008. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization. ▶ <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions. ▶ <input type="checkbox"/>		

BAA

Schedule A (Form 990 or 990-EZ) 2009

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I)

Section A. Public Support

Calendar year (or fiscal yr beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions and membership fees received (Do not include 'unusual grants')	62,227.	46,908.	52,744.	38,799.	33,506.	234,184.
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in a activity that is related to the organization's tax-exempt purpose						0.
3 Gross receipts from activities that are not an unrelated trade or business under section 513						0.
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0.
5 The value of services or facilities furnished by a governmental unit to the organization without charge						0.
6 Total. Add lines 1 through 5	62,227.	46,908.	52,744.	38,799.	33,506.	234,184.
7a Amounts included on lines 1, 2, 3 received from disqualified persons	0.	0.	0.	0.	0.	0.
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the amount on line 13 for the year	0.	0.	0.	0.	0.	0.
c Add lines 7a and 7b	0.	0.	0.	0.	0.	0.
8 Public support (Subtract line 7c from line 6)						234,184.

Section B. Total Support

Calendar year (or fiscal yr beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6	62,227.	46,908.	52,744.	38,799.	33,506.	234,184.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	4,334.	5,992.	5,499.	6,056.	2,799.	24,680.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0.
c Add lines 10a and 10b.	4,334.	5,992.	5,499.	6,056.	2,799.	24,680.
11 Net income from unrelated business activities not included on line 10b, whether or not the business is regularly carried on						0.
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						0.
13 Total support. (add lines 9, 10c, 11, and 12)						258,864.
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	90.5 %
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	88.3 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	9.5 %
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	11.7 %

19a 33-1/3 support tests – 2009. If the organization did not check the box on line 14, and line 15 is more than 33-1/3%, and line 17 is not more than 33-1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ☒**b 33-1/3 support tests – 2008.** If the organization did not check a box on line 14 or 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ☐**20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ☐

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Provide any other additional information. See instructions.

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2009

FEDERAL STATEMENTS

PAGE 1

CLIENT 53629

DESCHUTES PUBLIC LIBRARY FOUNDATION, INC

94-3178822

11/03/10

10 14AM

STATEMENT 1
FORM 990-EZ, PART I, LINE 16
OTHER EXPENSES

BANK CHARGES	\$	44.
BOARD TRAINING		725.
FUND RAISING EXPENSE		147.
GRANT WRITER		4,725.
INSURANCE		157.
INVESTMENT EXP - OCF		1,170.
LICENSES AND FEES		227.
PASS-THROUGH DONATION		472.
PROGRAMS EXPENSE		32,917.
SUPPLIES		26.
WEBSITE MAINTENANCE		300.
TOTAL	\$	40,910.

STATEMENT 2
FORM 990-EZ, PART I, LINE 20
OTHER CHANGES IN NET ASSETS OR FUND BALANCES

NET UNREALIZED GAINS AND LOSSES ON INVESTMENTS		\$	11,157.
TOTAL	\$		11,157.

STATEMENT 3
FORM 990-EZ, PART II, LINE 26
TOTAL LIABILITIES

	<u>BEGINNING</u>	<u>ENDING</u>
DEFERRED REVENUE	\$ 0.	\$ 30,000.
TOTAL	\$ 0.	\$ 30,000.

STATEMENT 4
FORM 990-EZ, PART III
ORGANIZATION'S PRIMARY EXEMPT PURPOSE

TO ENHANCE LIBRARY SUPPORT AND SERVICE TO THE COMMUNITIES IT SERVES. PRIVATE FUNDING AND ENDOWMENTS MUST BE ENCOURAGED IN ORDER TO MEET THE DEMANDS AND NEEDS OF THE PUBLIC, FROM PRE-SCHOOLERS TO RETIREES. LIBRARIES IN THE COUNTY ARE FAR BELOW THE STANDARD FOR SPACE AND COLLECTIONS.

STATEMENT 5
FORM 990-EZ, PART V
REGARDING TRANSFERS ASSOCIATED WITH PERSONAL BENEFIT CONTRACTS

(A) DID THE ORGANIZATION, DURING THE YEAR, RECEIVE ANY FUNDS, DIRECTLY OR INDIRECTLY, TO PAY PREMIUMS ON A PERSONAL BENEFIT CONTRACT?	NO
(B) DID THE ORGANIZATION, DURING THE YEAR, PAY PREMIUMS, DIRECTLY OR INDIRECTLY, ON A PERSONAL BENEFIT CONTRACT?	NO

Amended 2/22/2010

BY-LAWS

Deschutes Public Library Foundation

ARTICLE I. BOARD OF DIRECTORS

Section 1. Powers and Qualifications.

- The affairs of the Deschutes Public Library Foundation ("Foundation") shall be managed by the Board of Directors. The board may exercise all powers vested in the corporation.
- Board members shall be selected in accordance with such criteria as the Foundation may specify, and every attempt should be made to have a Foundation Board representative of all of Deschutes County.
- The Director of the Deschutes Public Library System and a member of the Library District Board of Directors may serve as ex-officio, non-voting members of the Foundation Board.
- In addition to the regular Board members, the Board may appoint as adjunct members of the board one representative from any Friends of the Library organization in the DPLS. The role of the adjunct members will be to coordinate joint projects between the Foundation and any or all of the Friends branches, and to advise and participate in the long-term planning for the Foundation; however, there will be no fundraising expectations or responsibilities for the adjunct members. Adjunct members are not voting members of the Board and are not counted for purposes of determining a quorum of the Board at any time.
- Any reference in these By Laws to "director" shall refer to regular director(s) unless otherwise specified.

Section 2. Number of Directors. The number of regular, non-adjunct directors of the corporation shall be not less than five nor more than 13. The Board of Directors, by amendment of these Bylaws, may increase or decrease the number of directors; provided, that no decrease in number shall have the effect of shortening the term of any incumbent, nor reducing the number of directors to less than five.

Section 3. Executive Committee. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint a three member Executive Committee, comprised of the President, Vice President and one other director. The Executive Committee shall have and exercise such authority of the Board of Directors in the management of the corporation as may be specified in said resolution; provided, that no such committee shall have the authority to amend, alter or repeal any Bylaws or Articles of Incorporation; to elect, appoint or remove any committee member, director or officer; to merge consolidate, liquidate or otherwise reorganize the corporation; to sell, lease, exchange or encumber all or substantially all of the assets of the corporation or amend or repeal any resolution of the Board of Directors unless expressly authorized to do so by such resolution. The designation and authority shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon it or him/her by

law. Actions of the Executive Committee shall be recorded in minutes which shall be distributed promptly to all of the members of the board.

Section 4. Election and Term.

- Except as provided below and in Section 5, regular directors are elected for one three year term, and may be re-elected for a second consecutive three year term. The terms of the directors shall, to the extent that it is practicable, be staggered from year to year.
- In order to create a system of staggered Board member terms for existing directors and their successors, all existing Board members will be treated as newly elected effective July 1, 2009, based on the positions that are listed in the attached Schedule A. Successors to those existing directors shall then serve three year terms in the ordinary course under these bylaws based on those staggered positions.
- The term of each adjunct member shall be two years from the date of appointment.

Section 5. Vacancies. The Board of Directors shall have power to fill any vacancy occurring in the board and any directorship to be filled by reason of an increase in the number of directors created by amendment to these bylaws. The director elected to fill a vacancy shall serve out the remainder of the term he/she is filling, and shall be eligible to be re-elected for up to two three-year terms thereafter. Any director appointed by the board by reason of an increase in the size of the board shall stand for election at the next annual meeting for the remainder of the specified term for such position, and is also eligible to serve two three-year terms.

ARTICLE II. MEETINGS OF BOARD OF DIRECTORS

Section 1. Annual Meeting. Annual meetings shall be held in July on a date and at a time specified by the Board.

Section 2. Special Meetings. Special meetings of the Board of Directors may be held at any place and time, whenever called by the President or any three or more directors.

Section 3. Notice of Meetings. Advance notice of the time and place of any meeting of the Board of Directors shall be required. Notice of the time and place of any special meetings of the Board of Directors shall be given by the Secretary, or by the person or persons calling the meeting, by mail, e-mail or by other personal communication, over the telephone or otherwise, at least three days prior to the date of which the meeting is to be held. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where the director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Notice of any regular or special meeting shall include a description of any of the following matters, if the directors will be asked to approve the matter or matters at the meeting: amendment of the Bylaws or Articles of Incorporation; merger; sales of assets other than in the ordinary course of business; or dissolution.

Section 4. Quorum. A majority of the duly elected Board of Directors at the time of the meeting shall constitute a quorum for the transaction of business. The act of the majority of directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. At any meeting of the Board of Directors at which a quorum is present, any business may be transacted and the board may exercise all of its powers.

ARTICLE III. ACTIONS BY WRITTEN CONSENT

Any corporate action required or permitted by the Articles of Incorporation, Bylaws, or laws of the State of Oregon to be taken at a meeting of the directors of the corporation may be taken without a meeting if a consent, in writing, setting forth the action to be taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote and may be described as such. A proxy vote will be accepted as though the absent person were present when a director gives written consent to another director to vote in his/her behalf.

ARTICLE IV. WAIVER OF NOTICE

Whenever any notice is required to be given to any director of the corporation by the Articles of Incorporation, Bylaws or laws of the State of Oregon, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

ARTICLE V. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Subject to the terms, conditions, and limitations of ORS 65.387 to 65.414, the corporation shall, upon a determination by the Board of Directors that indemnification is permissible in the circumstances, indemnify all directors and officers against any liability incurred in a proceeding; however, indemnification in connection with a proceeding by or in the right of this corporation shall be limited to reasonable expenses in connection with the proceeding. Indemnification of reasonable expenses shall be deemed permissible in any proceeding in which a director or officer is wholly successful, on the merits or otherwise. Notwithstanding the above, a director shall not be indemnified until twenty days after the effective date of written notice to the Attorney General of Oregon of the proposed indemnification {See ORS 65.404(4)}. The corporation may purchase and maintain insurance on behalf of any individual who is or was a director, officer, employee or agent of the corporation, against any liability asserted against such person, even if the corporation has no power to indemnify the individual against the liability.

ARTICLE VI. OFFICERS

Section 1. Officers Enumerated. The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer (each of whom must be a director of the corporation), and such other officers and assistant officers as may be deemed necessary by the Board of Directors and shall serve until his/her successor is duly elected and qualified. Any two or more offices may be held by the same person, except the offices of President and Secretary. In addition to the powers and duties specified below, the officers shall have powers and perform such duties as the Board of Directors may prescribe.

Section 2. The President. The President shall exercise the usual executive powers pertaining to the office of President and shall preside at meetings of the Board of Directors.

Section 3. The Vice President. In the absence or disability of the President, the Vice President shall act as President. The Vice President shall also have other duties as designated by the President and the board.

Section 4. The Secretary. It shall be the duty of the Secretary to cause to be kept records of the proceedings of the Board of Directors and, when requested by the President, to sign and execute with the President any documents which must be executed in the name of the corporation.

Section 5. The Treasurer. The Treasurer shall maintain the financial records and report to the board. He/she shall cause to be deposited all funds and other valuable effects of the corporation, in such depositories as may be designated by the Board of Directors. She/he shall perform all of the duties incident to the office of Treasurer.

Section 6. Vacancies. Vacancies in any office arising from any cause shall be filled by the Board of Directors at any regular or special meeting.

Section 7. Compensation. The Board of Directors shall serve without compensation. Compensation, if any, of agents of the corporation shall be fixed by the Board of Directors.

Section 8. Removal. Any officer elected or appointed may be removed by a majority of the full Board of Directors whenever in its judgment the best interest of the corporation will be served thereby.

ARTICLE VII. ADMINISTRATIVE AND FINANCIAL PROVISIONS

Section 1. Fiscal Year. The fiscal year of the corporation shall be the period from July 1, to and including the following June 30.

Section 2. Loans Prohibited. No loans shall be made by the corporation to any officer or to any director.

Section 3. Corporate Seal. The corporation shall not have a seal.

Section 4. Books and Records. The corporation shall keep current and complete books and records of account and minutes of the proceeding of its Board of Directors and committees having any of the authority of the Board of Directors.

Section 5. Amendment of Bylaws. These Bylaws may be altered, amended, or repealed by the affirmative vote of a majority of the Board of Directors at any annual or special meeting of the board.

Section 6. Annual Report and Audit. An Annual Report and Financial Review shall be presented at the annual meeting. A Financial Audit may be required on the written request or vote of a simple majority of the Board of Directors.

Section 7. Rules of Procedure. The rules of procedure at meetings of the Board of Directors of the corporation shall be the rules contained in Robert's Rules of Order on Parliamentary Procedure, as amended, or other recognized parliamentary rules, so far as

applicable and when not inconsistent with these Bylaws, the Articles of Incorporation, or any resolution of the Board of Directors.

APPROVED by the Board of Directors this 22 day of February, 2010.

Beth Faulkenberry

Michael McGean

Ann Evensen

Sandy Freeman

Teresa Bowerman

Ann Malkin

Sally Irving

Aaron Switzer

