



SPECIAL MEETING AGENDA

STILLWATER PUBLIC LIBRARY TRUST BOARD
STILLWATER PUBLIC LIBRARY, SOUTH BUILDING, ROOM 313
1107 SOUTH DUCK, STILLWATER, OK. 74074
JANUARY 21, 2026
4:00 P.M.
stillwaterok.gov/Library

1. CALL MEETING TO ORDER

2. CONSENT DOCKET

*Items listed on the consent docket are routine administrative matters that may be approved by a single vote with or without discussion. **The Trust Board will take action at this meeting (including a vote or series of votes) on these items collectively as part of the Consent Docket.***

- a. Approval of minutes: December 3, 2025, Special Meeting

3. GENERAL ORDERS

The Trust Board will discuss and take action at this meeting (including a vote or series of votes) on each item listed under General Orders unless the agenda entry specifically states that no action will be taken.

- a. Consideration, discussion, and possible action to select a name for the new 501(C)(3) supporting organization that the current Stillwater Public Library Trust Board will transition to
- b. Consideration, discussion, and possible action to approve or recommend approval of Bylaws for the new 501(C)(3) supporting organization
- c. Consideration, discussion, and possible action to approve or recommend approval of Conflict of Interest Policy for the new 501(C)(3) supporting organization

- d. Consideration, discussion, and possible action to approve or recommend approval of Board Agreement for the new 501(C)(3) supporting organization
- e. Consideration, discussion, and possible action to approve or recommend approval of F1023, Application for Recognition of Exemption Under Section 501(C)(3) of the Internal Revenue Code for the new 501(C)(3) supporting organization
- f. Consideration, discussion, and possible action to approve or recommend approval of draft of Service Agreement between the new 501(C)(3) supporting organization and the City of Stillwater
- g. Consideration, discussion, and possible action to approve retainer request from NonProfit Solutions Law for \$1500 to continue to provide outside legal counsel to the Stillwater Public Library Trust Board
- h. Status Report: Expenditures from Stillwater Public Library Trust Projects (no action)
- i. Status Report: Donations made to the Stillwater Public Library Trust (no action)
- j. Update on Exchange Bank CD including discussion and possible consideration of making changes to the investment
- k. Update on Vanguard accounts including discussion and possible consideration of making changes to the account investments
- l. Consideration, discussion, and possible action to appoint signees to Vanguard Brokerage Account
- m. Update on Claim on Cash including discussion and possible consideration to making changes to the claim on cash funds
- n. Status Report: Mabel King Fund balance (no action)

4. REPORTS FROM OFFICERS & BOARDS

Announcements and remarks about matters of general interest may be made by the Board Members or Director at this time. Items of Trust business that may require discussion or action (including a vote or series of votes) are listed below.

- a. Miscellaneous items from the Library Director
- b. Miscellaneous items from the Trust Board
 - i) Discussion about scheduling items for upcoming meetings

5. QUESTIONS & INQUIRIES

6. ADJOURN

The City of Stillwater encourages participation from all its citizens. If participation at any public meeting is not possible due to a disability, please notify the Library Director at least 48 hours prior to the meeting by calling 405.372.3633 ext 8101.

On _____, a true and correct copy of this agenda was posted on the kiosk outside City Hall, 723 S. Lewis Street.



MINUTES
STILLWATER PUBLIC LIBRARY TRUST BOARD
STILLWATER PUBLIC LIBRARY, SOUTH BUILDING, ROOM 313
1107 SOUTH DUCK, STILLWATER, OK. 74074
DECEMBER 3, 2025
4:00 P.M.
stillwaterok.gov/Library

Board members present: Cynthia Francisco, Holly Hartman, Sandeep Nabar, Jeff Simpson

Staff present: Stacy DeLano, Naomi Brown, Ashlyn Garis

1. CALL MEETING TO ORDER The meeting was called to order at 4 p.m.

2. CONSENT DOCKET

*Items listed on the consent docket are routine administrative matters that may be approved by a single vote with or without discussion. **The Trust Board will take action at this meeting (including a vote or series of votes) on these items collectively as part of the Consent Docket.***

a. Approval of minutes: November 12, 2025, Special Meeting

Hartman/Nabar moved to approve the consent docket. The votes are as follows: Nabar, yes; Hartman, yes; Francisco, yes; Simpson, yes. Motion approved.

3. GENERAL ORDERS

The Trust Board will discuss and take action at this meeting (including a vote or series of votes) on each item listed under General Orders unless the agenda entry specifically states that no action will be taken.

a. Consideration, discussion, and possible action to approve Bylaws for Stillwater Public Library Foundation, a 501(C)(3) supporting organization

Trust Board members and DeLano discussed the bylaws and considered edits that could be made to the document. DeLano and Francisco will meet with Jeri Holmes on December 10 to discuss the changes needed.

- b. Consideration, discussion, and possible action to approve Conflict of Interest Policy for Stillwater Public Library Foundation, a 501(C)(3) supporting organization.
No action.
- c. Consideration, discussion, and possible action to approve Board Agreement for Stillwater Public Library Foundation, a 501(C)(3) supporting organization
No action.
- d. Consideration, discussion, and possible action to approve F1023, Application for Recognition of Exemption Under Section 501(C)(3) of the Internal Revenue Code for Stillwater Public Library Foundation
No action.
- e. Nominate and elect Secretary
No action. The current Library Trust Bylaws specify that a President, Vice President, and Secretary are to be elected annually in July. Additionally, the bylaws state that the Director will serve as both an ex officio member and the Secretary. DeLano will discuss how to proceed with Holmes.
- f. Nominate and elect Treasurer
No action. The current Library Trust Bylaws do not include the election of a Treasurer. DeLano will discuss how to proceed with Holmes.
- g. Status Report: Expenditures from Stillwater Public Library Trust Projects (no action)
DeLano reported one expenditure since the last meeting totaling \$6,475 for a retainer with Nonprofit Solutions.
- h. Status Report: Donations made to the Stillwater Public Library Trust (no action)
DeLano reported six donations totaling \$4,633.01 since the last meeting.
- i. Update on Vanguard accounts including discussion and possible consideration of making changes to the account investments
DeLano received notice from Vanguard that the transition from a legacy account to a brokerage account will take place between December 1 and 15.
- j. Update on Claim on Cash including discussion and possible consideration to making changes to the claim on cash fund.
No update as the document with account totals was excluded from the meeting packet.

4. REPORTS FROM OFFICERS & BOARDS

Announcements and remarks about matters of general interest may be made by the Board Members or Director at this time. Items of Trust business that may require discussion or action (including a vote or series of votes) are listed below.

- a. Miscellaneous items from the Library Director
- b. Miscellaneous items from the Trust Board
 - i) Discussion about scheduling items for upcoming meetings
If a special meeting is required before the regular meeting in January, the potential date will be December 17.

5. QUESTIONS & INQUIRIES

6. ADJOURN **Nabar/Hartman moved to adjourn. The votes are as follows: Nabar, yes; Hartman, yes; Francisco, yes; Simpson, yes. Motion approved. The meeting adjourned at 5:13 p.m.**

Prepared by: Naomi Brown, Recording Secretary

**Approved by: _____
Chair, Stillwater Public Library Trust Board**

Bylaws

Of

Stillwater Public Library
Foundation

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SECTION 1

Foundation Defined:

1.1 Name:

The name of the not-for-profit corporation is Stillwater Public Library Foundation (the “Foundation”).

1.2 Purpose:

The purpose of the Foundation is to receive, invest, and administer private donations to the Stillwater Public Library and to support education, programs, collections, services, and special projects that are outside of the Stillwater Public Library’s operating and personnel budgets and outside the ordinary upkeep of the library facilities.

1.3 Tax Exempt Status:

The Foundation is tax-exempt pursuant to §501(c)(3) of the Internal Revenue Code (the “Code”) as described in §509(a)(3) of the Code and further classified as a Type I Supporting Organization. As a Type I Supporting Organization, the Foundation will support the Stillwater Public Library.

1.5 Corporate Authority:

The Foundation may do all things and perform all acts permitted to a not-for-profit corporation under the laws of Oklahoma, subject to Sections 1.2 and 10.2 of these *Bylaws*.

1.6 Tax Year:

The Foundation will utilize the Fiscal Year of July 1 to June 30 as the Tax Year.

1.7 Definitions:

1. “Foundation” means Stillwater Public Library Foundation.
2. “City Council” means those elected officials voting on behalf of the City of Stillwater;
3. “City of Stillwater” or “City” means the City of Stillwater, a governmental municipality;
4. “Library Board” means the City of Stillwater Library Board elected by the City Council to supervise and control the public library or libraries of the City Council.
5. “Friends” means Friends of the Stillwater Public Library Board, which is an independent 501(c)(3) that supports and promotes the Stillwater Library.
6. “Board” means the Board of Directors of the Foundation in its capacity as the governing body of the Foundation, which is comprised of those Directors elected pursuant to these *Bylaws*.
7. “Director” means an individual who has been elected to the Foundation’s Board of Directors and who is currently serving on the Board.
8. “Officer” means an individual who has been elected to the Foundation’s Board and subsequently elected to an Officer position listed in Section 4.1 of these *Bylaws* by the Foundation Board.
9. “Vote of the Board” means a vote of the Directors present and voting at any meeting of the Board where a quorum is present, whether such meeting is held in person or electronically. Routine business and elections shall be transacted by a majority vote of the Board unless indicated otherwise in these *Bylaws*.

10. “Quorum” means a majority of the Directors.

SECTION 2

Board of Directors:

2.1 Board Authority:

The Board shall have all powers and authority which may be granted to a Board of Directors of a not-for-profit corporation under the laws of the State of Oklahoma, and subject to Section 1.2 and Section 10 of these *Bylaws*.

2.2 Duties:

The duties of the Directors include the following:

1. Exercise a duty of obedience to the Foundation’s central purpose in guiding all decisions;
2. Exercise due care and act in good faith in all dealings and interests with the Foundation;
3. Exercise a duty of loyalty to the Foundation by avoiding and/or managing conflicts of interest;
4. Provide annual written financial reports to the City Council to allow for adequate reporting for the annual audit;
5. Maintain, manage, or contract for the management of investments, assets, endowments, and other accounts for the benefit of the Stillwater Public Library, and by creating and maintaining an Investment Policy and a Spending Policy.
6. Conduct fundraising activities for the benefit of the Stillwater Public Library;
7. Approve policies, including, but not limited to, investment policies, financial policies, and governance policies, which are consistent with these *Bylaws* and the *Certificate of Incorporation*;
8. Maintain a record of all approved policies and contemporaneous minutes and records of all meetings of the Board or Committees with Board-delegated duties or authority;
9. Approve the annual budget and oversee the financial administration of the Foundation;
10. Review and approve all contractual agreements or authorize an appropriate Committee to do so;
11. Consider and vote on library staff requests to fund projects;
12. Make a personal annual financial contribution to the Foundation;
13. Maintain relationship and communication with the Library Director and make all non-executive meetings open to the director or designee.
14. Review Form 990 prior to submission to the IRS or authorize an appropriate Committee to perform such duty; and,
15. Perform such other duties as prescribed by the Board.

2.3 Composition:

The composition of the Board shall be as follows:

1. Two (2) persons shall be elected by the City Council of the City;
2. Two (2) persons shall be elected by the Library Board, which is appointed by the City Council of the City; and,

3. One (1) person shall be elected by the Friends of the Stillwater Library.

The City Council, the Library Board, and the Friends collectively are referred to as the electing entities. The electing entities shall hold such elections in accordance with their respective bylaws and/or meeting requirements. At all times, a majority of the Directors must be controlled by the City Council through the Directors elected by the City Council and/or the Directors appointed by the City Council to the Library Board.

The composition of the Board shall be limited as follows:

1. Only one member of any one family related by blood or marriage may be a Director at any given point in time;
2. Only one member residing within a household may be a Director at any given point in time;
3. A Director must be 21 years or older to serve; and
4. Any City Council Member, the Mayor, or employee of the City, including any one with a relationship related to a member of the City Council, a Mayor, or employee of the City, shall not be a Director or have authority over the Foundation.

2.4 Number:

The Board will consist of not fewer than five (5) and not more than fifteen (15) voting Directors. The Board may increase or decrease the number of Directors in accordance with the range specified above by the electing entity in the following sequence:

1. Friends,
2. City Council,
3. Library Board.

Total Number of Directors	5	6	7	8	9	10	11	12	13	14	15
City Council	2	2	3	3	3	4	4	4	5	5	5
Library Board	2	2	2	3	3	3	4	4	4	5	5
Friends	1	2	2	2	3	3	3	4	4	4	5

The Governance Committee will manage the increase or decrease in accordance with the table above.

2.5 Nomination and Election:

The Governance Committee may prepare a slate of candidates for Director positions for recommendation to the City Council, Library Board, or Friends. Any request to fill the new Directorships, or fill vacancies due to removal or resignation, will be filled by the electing entity as set forth in Sections 2.3 and 2.4.

Elections by the City Council, the Library Board, or Friends shall be conducted, at a minimum, annually in the Fourth Quarter of the Fiscal Year to allow the new Directors to begin their terms on the first day of the following Fiscal Year.

2.6 Term of Office and Term Limits:

Directors shall serve a term for a period of three (3) years, and terms shall be staggered to allow for approximately one-third (1/3) of the Directors to be up for election each year. Any Director may serve three (3) consecutive terms. Any individual who has served three

(3) consecutive terms or has resigned may be eligible for re-election as a Director after a period of one (1) year. However, no Director may serve more than five (5) terms. Upon resignation, removal, or vacancy of a Director, the respective successor shall serve the remainder of the term. Any partial term shall not be considered as a full term when determining term limits.

2.7 Removal or Resignation:

A Director may be removed with or without cause at any time by a vote of the Board.

Due to quorum requirements, any Director who misses three (3) consecutive regular meetings shall be deemed to have resigned as a member of the Board and cease to be a member thereof on the date of the third absence.

Any Director may resign at any time by giving written or verifiable electronic notice to the President or to the Secretary. Any resignation shall take effect upon receipt or at the time specified in the notice, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. No Director may resign if the Foundation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the City Council, the Oklahoma Secretary of State, and the Internal Revenue Service.

2.8 Vacancies or Newly Created Directorship:

Vacancies due to removal, resignation, or newly created or decreased directorships shall be filled in accordance with Sections 2.3, 2.4, and 2.5 of these *Bylaws*. If the number of Directors is reduced as determined by the Board, the process in Sections 2.4 and 2.7 will be utilized.

2.9 Compensation:

Directors shall serve without compensation. Reimbursements for reasonable expenses incurred on behalf of the Foundation may be made to any Director upon the presentation of a receipt and approval of reimbursement by the Board or Finance Committee set forth in the *Governance Manual*.

SECTION 3

Meetings of the Board:

3.1 Meetings:

There shall be a minimum of four (4) meetings per year. Regular meetings of the Board may be held at such times as shall be determined by the Board. Meetings of the Board shall be held at any place within the State of Oklahoma. In the absence of such designation, meetings shall be held at the Principal Office of the Foundation.

Special meetings of the Board for any purpose(s) may be called at any time by the President of the Board or by any three (3) Directors. No business shall be considered at any special meeting other than the purpose(s) mentioned in the notice given to each Director of the meeting. Special meetings of the Board may be held either at a place so designated within the State of Oklahoma or at the Principal Office.

3.2 Voting:

Each Director shall have one (1) vote. Any reference to a vote of the Board or a vote of the Directors shall mean a vote of the Directors at any meeting where a quorum is present. Routine business shall be transacted by a majority of the Directors voting at a meeting where a quorum is present, except when the law or these *Bylaws* require otherwise. Proxies may not be used.

3.3 Quorum:

A fifty-one percent (51%) majority of the total number of Directors shall constitute a quorum. A majority vote of a quorum shall be deemed the action of the Board unless specified otherwise in these *Bylaws*.

Directors present by electronic transmission where such Director can communicate with other Directors during the meeting shall be counted for purposes of determining a quorum. Directors with a conflict of interest may be counted for purposes of determining a quorum but may not participate in discussion and voting on matters where they have a conflict of interest.

In the absence of a quorum, a majority of the Directors present at any meeting may vote to adjourn the meeting to another place, date, or time. Notice of any meeting adjourned and rescheduled in this manner shall be given as set forth below in Section 3.4 of these *Bylaws*.

3.4 Notice:

Any regular meeting of the Board will require no notice if the time, date, and location of such meeting were previously determined by the Board and distributed to the Directors. Directors not in attendance at the meeting, setting forth the dates, shall be given the dates, time, and location of such meetings within ten (10) days following the meeting. For any regular meeting where the date, time, and location were not previously determined, notice shall be sent to the Directors at least ten (10) days prior to the holding of the meeting. For any special meeting, notice shall be sent to the Directors not fewer than twenty-four (24) hours prior to the holding of the meeting.

Directors shall receive notice via electronic transmission and shall provide, in writing, an electronic address. Notice via electronic transmission shall be a valid notice. If a Director does not receive notice of a meeting but attends the meeting, they shall be deemed to have waived notice of the meeting, unless the Director objects at the beginning of the meeting that notice of the meeting was not valid.

3.5 Action Taken Without Notice of a Meeting:

Any action taken or approved at any meeting of the Board, whether physical or electronic, where valid notice was not given in accordance with Section 3.4 of these *Bylaws* shall be valid if a quorum was present at such meeting and if either before or after the meeting, a two-thirds (2/3) majority of the total number of Directors sign a written waiver of notice or a written consent to holding such meeting. All such waivers or consents shall be filed with the corporate records or made a part of the minutes of the meeting.

3.6 Procedures:

Meetings shall be conducted in an orderly fashion by the President. Conflicts in procedures shall be resolved in accordance with the current edition of *Robert's Rules of Order* as a procedural guide unless determined otherwise in these *Bylaws*, written policy, or state law. The Foundation shall not be subject to the *Oklahoma Open Meeting Act* and the *Oklahoma Open Records Act* because of its status as a Type I supporting organization of the City of Stillwater.

3.7 Physical Meetings:

The preferred method of meeting shall be in person; however, meetings may take place electronically in accordance with Section 3.8, and a Director will be considered present for purposes of a quorum if such Director can communicate and has the ability to participate in the discussion and voting.

At any physical meeting of the Board, the Directors may vote by voice on all matters either in person or via electronic transmission. The Foundation shall implement reasonable measures to verify that each person deemed present at the meeting and permitted to vote at a meeting by means of electronic transmission is a Director.

3.8 Electronic Meetings:

In matters of urgency, meetings may take place via any form of electronic medium. The Board may vote by voice, email, or other electronic medium. For electronic voting to represent an action of the Board, all of the following conditions must be met:

1. All Directors must receive the resolution(s);
2. The resolution(s) shall set forth each proposed action and provide for a vote for or against each proposed action;
3. A majority of the total number of Directors must vote, thereby ensuring a quorum of the Board has voted;
4. The vote must be received within the voting period established in the correspondence provided with the resolution;
5. Receipt of a vote shall be acknowledged by an Officer or their designee;
6. A vote must be submitted by a Director;
7. All votes shall be made known to the Board; and,
8. All votes shall be maintained for a period of one (1) year, and all voting results shall be memorialized in the minutes and may be memorialized in the minutes of the following meeting.

This Section 3.8 does not apply to regular or special meetings of the Foundation.

SECTION 4

Officers of the Foundation:

4.1 Officers:

The Officers of the Foundation must be previously elected to the Board of Directors of the Foundation. Officers shall be a President, a Vice-President, a Treasurer, and a Secretary.



4.2 Term of Office:

An Officer shall serve for a one (1) year term or until the next succeeding election of Officers. An Office may not be held by the same Director for more than three (3) consecutive terms. Upon resignation, removal, or vacancy of an Officer, the respective successor shall serve the remainder of the term. Any partial term shall not be considered as a full term when determining term limits.

4.3 Nomination and Election:

The Governance Committee shall prepare a slate of candidates for Officer positions to be elected by the Board of the Foundation in accordance with the *Governance Committee Charter* found in the *Governance Manual*. Independent nominations that have been approved by the Governance Committee may be made to the Board no fewer than ten (10) days prior to a vote by the Board. Nominations from the floor shall not be accepted.

Each slated candidate receiving a majority of the votes cast by the Directors at a meeting of the Foundation where a quorum is present shall become an Officer. Elections shall be conducted, at a minimum, annually in the Fourth Quarter of the Fiscal Year from the newly elected Directors to allow for the new Officers to begin their terms on the first day of the following Fiscal Year.

4.4 President:

The President, or designee, shall have the following duties:

1. Act as the Principal Officer of the Foundation, subject to the control of the Board;
2. Have general supervision and direction of the Officers of the Foundation;
3. Set the meeting agendas;
4. Preside at all meetings of the Board;
5. Sign the minutes of the meetings over which he/she presided;
6. Report to the Board concerning the operations of the Foundation on an ongoing basis and at the request of the City Council; and,
7. Have such other powers and duties as may be prescribed by the Board or these *Bylaws*.

4.5 Vice-President:

The Vice-President shall have the following duties:

1. In the absence or disability of the President, perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon the President; and,
2. Have such other powers and duties as may be prescribed by the Board or these *Bylaws*.

4.6 Secretary:

The Secretary, or designee, shall have the following oversight responsibilities:

1. Give notice of all meetings of the Board as required by Section 3.4 of these *Bylaws*;
2. Keep a record of minutes of all meetings of the Board with the time and place of holding, whether regular or special, and if special, how authorized, the notice given,

- the names of those present at the meetings, the number present or represented at meetings, and the proceedings thereof;
3. Exhibit at all reasonable times, upon the request of a Director, these *Bylaws*, and the minutes of the proceedings of the Board;
 4. Keep at the Principal Office all documents required for public inspection by the Internal Revenue Service;
 5. Keep a record of the names of Directors and Officers with the addresses at which such individuals are to receive notice; and,
 6. Have such other powers and duties as may be prescribed by the Board or these *Bylaws*.

The Secretary, not a designee who may take the minutes, will review and sign the minutes of the meetings. The Office of the Secretary may be combined with the Office of the Treasurer.

4.7 Treasurer:

The Treasurer, or designee, shall have the following oversight responsibilities:

1. Keep and maintain adequate and correct accounts of the properties and business transactions of the Foundation;
2. Maintain the books of account and ensure that such books are open to inspection by a Director at all reasonable times;
3. Provide regular financial statements upon request to the Board;
4. Provide a report of the Foundation's financial affairs at meetings of the Board;
5. Ensure appropriate oversight and implementation of the financial policies and procedures;
6. Work with the City Council to ensure information needed for the City of Stillwater audit is provided to the City Council;
7. Have such other powers and duties as may be prescribed by the Board or these *Bylaws*.

The Office of the Treasurer may be combined with the Office of the Secretary.

4.9 Removal and Resignation:

Any Officer may be removed with or without cause at any time by the Board. Any Officer may resign at any time by giving written or verifiable electronic notice to the President or the Secretary. Any resignation shall take effect upon receipt or at the time specified in the notice, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Such resignation shall then be recorded in the minutes of the meeting immediately following the resignation.

4.10 Vacancies:

A vacancy in the Office of the President shall be filled by the Vice-President. In the event of a vacancy in any Office other than that of the President, such vacancy may be filled temporarily by appointment by the President until such vacancy can be filled in accordance with Sections 2.5 and 2.8 of these *Bylaws*.

4.11 Delegation of Duties:

In case of the absence, inability, or disability of any Officer of the Foundation or for any other reason that the Board may deem sufficient, the Board may, by a vote, delegate the powers or duties of such Officer to any other Officer or to any Director with such power of delegation valid up to one (1) year from the date of the vote authorizing such delegation or until such vacancy can be filled in accordance with Sections 2.5 and 2.8 of these *Bylaws*. Each Director shall have only one (1) vote, even if such Director holds more than one (1) office.

SECTION 5

Committees of the Board:

5.1 Creation.

The Board shall have the power to create, revoke, or modify any committee or Ad Hoc Committee deemed necessary. Standing Committees are set forth in the *Governance Manual*. Other committees will be established within the following requirements and shall not have authority to act on behalf of the Board.

5.2 Composition.

A Director, as determined by the Board, will serve as the Chair of each Committee, and members of each Committee will be selected by the Board. Each Committee shall include a minimum of two (2) members, with a minimum of one (1) member being a Director of the Board. Therefore, non-Board members may serve as Committee Members with the approval of the Board. Furthermore, the President may sit on each Committee as a non-voting, ex officio member unless determined otherwise by the Board. However, the President may not be counted for purposes of determining a quorum of any such Committee with the exception of the Executive Committee, if any.

5.3 Reporting of Committee Actions and Authority.

All Committees shall report to the Board as the Board may require. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of the *Bylaws*.

5.4 Advisory Committee. The Board may provide for one or more Advisory Committees consisting of individuals with extended service, contacts, and/or expertise to aid the Foundation or who work within areas or fields deemed appropriate to further the mission of the Foundation. Advisory Committee Members shall be selected, and/or removed with or without cause, by a majority vote of a quorum of the Board. Such Advisory Committee Members shall not have voting rights, be considered as members of the Foundation, be entitled to any other benefit provided to Directors, or be subject to term limitations or meeting requirements of Directors as set forth in the *Bylaws*. The Board may provide additional policies to establish duties and/or benefits of one or more levels of Advisory Committees.

SECTION 6



Staff:

6.1 Employment:

The Board may utilize staff, contractors, and/or employees of the City of Stillwater to fulfill the needs of the Foundation pursuant to an agreement between the City of Stillwater, as approved by the City Council, and the Foundation. The Board may fill such positions, or leave such positions vacant, in a manner as determined by the Board.

Should the Board hire an employee, the Board may utilize a committee to perform annual evaluations and establish the qualifications, description of duties, and general scope of authority related to said position. In addition, the Board will ensure the date and terms of compensation arrangements of the staff are recorded in writing and maintained with the information on which the Board based its decision. The Board may allow the position of the staff to remain unfilled for a period of time as determined by the needs of the Foundation.

6.2 Duties:

The staff, if any, shall manage the day-to-day operations and business of the Foundation. The staff shall perform management duties pursuant to a job description, including but not limited to the hiring/firing of staff and performance evaluations of staff. The Board may change the job description to increase or decrease the responsibilities of the staff. The functions of the staff shall not supersede the duties of the Board as set forth in Section 2.2 of these *Bylaws*.

6.3 Separation of Duties:

The Officers of the Board are set forth in Section 4 of these *Bylaws*. The staff or other employees shall not hold any Officer Position on the Board of the Foundation.

SECTION 7

Members:

7.1 Membership:

The Foundation is not a membership organization. Therefore, the “Directors” of the Board of Directors of the Foundation shall be the only voting members of the Foundation.

7.2 Honorary Members:

Honorary Members may be appointed by the Board. There shall be no limit on the number of Honorary Members. Honorary Members shall not have voting rights, shall not be counted for purposes of determining a quorum, or have any other rights concerning voting or meetings.

7.3 Supporting Members:

The Board may establish criteria for supporting members of the organization to allow individuals and entities to support the Foundation in a variety of ways. Supporting members shall not have voting rights or other benefits or privileges granted to the Directors acting in their capacity as Members of the Foundation in these *Bylaws* or the *Certificate of Incorporation*.

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SECTION 8

Location:

8.1 Principal Office:

The Foundation shall locate its Principal Office in Stillwater, Oklahoma. The Foundation may change said Principal Office from one location to another, notifying the City Council, the Internal Revenue Service, and the Oklahoma Secretary of State of such change through its *Annual Charitable Registration*.

8.2 Registered Office:

The Registered Office of the Foundation will be maintained in the State of Oklahoma and may be, but need not be, identical to the Principal Office. A change of the Registered Office shall be filed with the Oklahoma Secretary of State.

SECTION 9

Amendments, Construction, and Policies:

9.1 Amendments to Bylaws:

These *Bylaws* may be amended by the affirmative vote of two-thirds (2/3) vote of the Directors at any meeting where a quorum is present if the amendment, alteration, change, or repeal was given at least five (5) days prior to the meeting or vote at which the amendment is acted upon. In addition, such proposed alteration, amendment, or revision may be further amended at the meeting upon the affirmative vote of two-thirds (2/3) vote of the Directors in such meeting. Amendments concerning the Purpose set forth in Section 1.2 of these *Bylaws* must be approved by the City Council before becoming valid. A change in the Board composition requirements must be approved by the City Council, the Library Board, and the Friends before becoming valid.

9.2 Construction and Terms:

1. Should any of the provisions or portions of these *Bylaws* be held unenforceable or invalid for any reason, the remaining provisions and portions of these *Bylaws* shall be unaffected by such holding.
2. Should there be any conflict between the provisions of these *Bylaws* and any internal policies and procedures, the provisions of these *Bylaws* shall govern. However, internal policies and procedures approved by the Board may allow for additional or more stringent requirements to be placed on the Directors, Officers, Members, and Committee members.
3. Should there be any conflict between the provisions of these *Bylaws* and the *Certificate of Incorporation* of the Foundation, the provisions of the *Certificate of Incorporation* shall govern.

4. Should there be any conflict between the provisions of the *Bylaws* or the *Certificate of Incorporation* and any state statute, the state statute shall govern.

9.3 Amendments to Certificate of Incorporation:

Amendments to the *Certificate of Incorporation* shall not be valid until approved by the City Council.

SECTION 10

City Reserved Powers:

To ensure the purpose is met, the following powers shall be reserved by the City of Stillwater:

1. Amendments to these *Bylaws* as set forth in Section 9.1;
2. Amendments to the *Certificate of Incorporation* as set forth in Section 9.3 of these *Bylaws*;
3. Any change to the supporting organization(s) as set forth in Section 9.1 of these *Bylaws*;
4. Any change to the tax-exempt purpose set forth in Sections 1.2 and 1.3 of these *Bylaws*, including the addition of other supported entities or activities;
5. Any change to the composition requirements set forth in Sections 2.3, 2.4, and 2.5 of these *Bylaws*; and
6. Ownership of the name Stillwater Public Library, including the name of Stillwater Public Library Foundation, will be vested in the City of Stillwater. Therefore, should there be a separation of the City, the Foundation will immediately cease using the name of Stillwater Public Library Foundation, or any derivative thereof, and transfer such name and any derivative thereof to the City.

SECTION 11

Certification:

THESE BYLAWS of Stillwater Public Library Foundation are adopted on the ____ day of _____, 2025.

Cynthia Francisco, President

_____, Secretary

Approved by the City of Stillwater City Council on the ____ day of _____, 2025

Stillwater Public Library Foundation

Conflict of Interest Policy

PURPOSE

The purpose of the Conflict of Interest Policy is to protect the tax-exempt status of Stillwater Public Library Foundation (the “Foundation”) when contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Foundation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit Foundations.

DEFINITIONS

Interested Person: any Director, Officer, or member of a committee with board-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person. If a person is an interested person with respect to any entity in which the Foundation is a part or has a close connection with, he/she is an interested person.

Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment or family: (a) An ownership or investment interest in any entity with which the Foundation has a transaction or arrangement, (b) A compensation arrangement with the Foundation or with any entity or individual with which the Foundation has a transaction or arrangement or, (c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Foundation is negotiating a transaction or arrangement.

Compensation: Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under this article, a person who has a financial interest may have a conflict of interest if the board or applicable committee determines that a conflict of interest exists.

PROCEDURES

Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with board-delegated powers considering the proposed transaction or arrangement.

Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

Procedures for Addressing the Conflict of Interest: (a) An interested person may make a presentation at the Board of Directors or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. (b) The President or Committee Chair shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. (c) After exercising due diligence, the Board of Directors or committee shall determine whether the Foundation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. (d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Foundation’s best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

Violations of the Conflicts of Interest Policy: (a) If the Board of Directors or committee has reasonable cause to believe a Director or member has failed to disclose actual or possible conflicts of interest, it shall inform the Director or member of the basis for such belief and afford the Director or member an opportunity to explain the alleged failure to disclose. (b) If, after hearing the Director's or member's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the Director or member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

RECORDS OF PROCEEDINGS

The minutes of the Board of Directors and all committees with board delegated powers shall at a minimum contain: (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors' or committee's decision as to whether a conflict of interest in fact existed. (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

COMPENSATION

Board members shall serve without compensation for their service as a Director. However, should a Director ever receive compensation for services rendered, the following must be met: (a) A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Foundation for services is precluded from voting on matters pertaining to that member's compensation. (b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Foundation for services is precluded from voting on matters pertaining to that member's compensation. (c) No voting member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Foundation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

USE OF OUTSIDE ADVISORS

When conducting the annual reviews, the Foundation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring annual reviews are conducted.

This Conflict of Interest Policy is adopted by the Stillwater Public Library Foundation Board of Directors on _____, 2025.

Cynthia Francisco, President

Holly Hartman, Secretary

BOARD AGREEMENT

As a board member of the Stillwater Public Library Foundation (the “Foundation”). I am fully committed and dedicated to the purpose of the Foundation and have pledged to carry out such purpose. I understand that my duties and responsibilities include the following:

1. I understand my legal responsibilities are to make good faith decisions (a duty of care), to be true to the purpose of the Foundation (a duty of obedience), and to act in the best interests of the Foundation (a duty of loyalty).
2. I will make a personal financial donation annually to the Foundation.
3. I am responsible for the oversight and implementation of the Bylaws and policies of the Foundation.
4. I will take an active part in reviewing, approving, and monitoring the budget.
5. I will attend board meetings and be available for phone consultations.
6. I will read all consent agenda documentation prior to meetings.
7. I will maintain the confidentiality of information received through my service at the Foundation and will sign the Confidentiality Statement.
8. I will adhere to the policies of the Foundation, and I acknowledge that I have received, read, will follow such policies, and will execute the Policy Confirmation Statement.
9. I understand the purpose of the policies and their necessity for the tax-exempt status of the Foundation.
10. I will actively participate as a Director to ensure the Foundation is not being utilized to promote, advertise, market, sell, or distribute intellectual property, goods, or services that would lead to any form of private benefit to any Director of the board or other individual.
11. I will volunteer to be a member of at least one committee.
12. If I am unable to meet my obligations as a Director, I will offer my resignation.

In signing this document, I agree to uphold all Foundation policies and actively participate as a Director. I understand every Director is making a similar statement to act in the best of their abilities.

Signed: _____ Date: _____
Director

Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code

(Rev. January 2020)

Department of the Treasury Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.

Go to www.irs.gov/Form1023 for instructions and the latest information.

Note: If exempt status is approved, this application will be open for public inspection.

Use the "?" buttons throughout this form for help in completing this application. For additional help, call IRS Exempt Organizations Customer Account Services toll-free at 1-877-829-5500.

If you cannot complete required responses within the textbox limits throughout this form, upload your additional narratives with the other required documents.

Part I Identification of Applicant

1a Full Name of Organization (exactly as it appears in your organizing document) b Care of Name (if applicable)

STILLWATER PUBLIC LIBRARY FOUNDATION

c Mailing Address (Number, street and room/suite) d City e Country

1107 SOUTH DUCK

STILLWATER

United States

f State g Zip Code + 4 h Foreign Province (or State) i Foreign Postal Code

Oklahoma

74074

2 Employer Identification Number 3 Month Tax Year Ends 4 Person to Contact if More Information is Needed (officer, director, trustee, or authorized representative)

22-2222222

place holder

JUNE

JERI HOLMES

5 Contact Telephone Number 6 Fax Number (optional) 7 User Fee Submitted

405-844-2222

\$600.00

8 Organization's Website (if available):

9 List the names, titles, and mailing addresses of your officers, directors, and/or trustees.

First Name: CYNTHIA Last Name: FRANCISCO Title: DIRECTOR AND PRESIDENT

Mailing Address: [REDACTED] City: [REDACTED]

State (or Province): OKLAHOMA Zip Code (or Foreign Postal Code): [REDACTED]

First Name: HOLLY Last Name: HARTMAN Title: DIRECTOR AND SECRETARY

Mailing Address: [REDACTED] City: [REDACTED]

State (or Province): OKLAHOMA Zip Code (or Foreign Postal Code): [REDACTED]

First Name: SANDEEP Last Name: NABAR Title: DIRECTOR

Mailing Address: [REDACTED] City: [REDACTED]

State (or Province): OKLAHOMA Zip Code (or Foreign Postal Code): [REDACTED]

First Name: SHERRYL Last Name: NELSON Title: DIRECTOR

Mailing Address: [REDACTED] City: [REDACTED]

State (or Province): OKLAHOMA Zip Code (or Foreign Postal Code): [REDACTED]

First Name: JEFF Last Name: SIMPSON Title: DIRECTOR

Mailing Address: [REDACTED] City: [REDACTED]

State (or Province): OKLAHOMA Zip Code (or Foreign Postal Code): [REDACTED]

Check here to add more officers, directors, and/or trustees.

[Empty box for adding more officers, directors, and/or trustees]

Part II Organizational Structure

1 You must be a corporation, limited liability company (LLC), unincorporated association, or trust to be tax exempt.

Select your type of organization.

Corporation

At the end of this form, you must upload a copy of your articles of incorporation (and any amendments) that shows proof of filing with the appropriate state agency.

Limited Liability Company (LLC)

At the end of this form, you must upload a copy of your articles of organization (and any amendments) that shows proof of filing with the appropriate state agency. Also, if you adopted an operating agreement, upload a copy, along with any amendments.

Unincorporated Association

At the end of this form, you must upload a copy of your articles of association, constitution, or other similar organizing document that is dated and includes at least two signatures. Include signed and dated copies of any amendments.

Trust

At the end of this form, you must upload a signed and dated copy of your trust agreement. Include signed and dated copies of any amendments.

2 Enter the date you formed. (MM/DD/YYYY)

10/24/2025

Place holder

3 Select your state (or U.S. territory) of incorporation or other formation. If you were formed under the laws of a foreign country, select Foreign Country.

Oklahoma

4 Have you adopted bylaws? If "Yes," at the end of this form, upload a current copy showing the date of adoption. If "No," explain how you select your officers, directors, or trustees.

Yes No

5 Are you a successor to another organization?

Yes No

Answer "Yes" if you have taken or will take over the activities of another organization, you took over 25% or more of the fair market value of the net assets of another organization, or you were established upon the conversion of an organization from for-profit to nonprofit status. If "Yes," complete Schedule G.

Part III Required Provisions in Your Organizing Document

Part III helps ensure that, when you submit this application, your organizing document contains the required provisions to meet the organizational test under section 501(c)(3).

If you cannot check "Yes" in both Lines 1 and 2, your organizing document does not meet the organizational test. DO NOT file this application until you have amended your organizing document. Remember to upload your original and amended organizing documents at the end of this form.

- 1 Section 501(c)(3) requires that your organizing document limit your purposes to one or more exempt purposes within section 501(c)(3), such as charitable, religious, educational, and/or scientific purposes.

The following is an example of an acceptable purpose clause: The organization is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Does your organizing document meet this requirement?

Yes No

- 1a State specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document (Page/Article/Paragraph):

Articles of Incorporation Page 2 Section 1

- 2 Section 501(c)(3) requires that your organizing document provide that upon dissolution, your remaining assets be used exclusively for section 501(c)(3) exempt purposes, such as charitable, religious, educational, and/or scientific purposes. Depending on your entity type and the state in which you are formed, this requirement may be satisfied by operation of state law.

The following is an example of an acceptable dissolution clause: Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Does your organizing document meet this requirement?

Yes No

- 2a State specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document (Page/Article/Paragraph) or indicate that you rely on state law.

Articles of Incorporation Page 2 Section 2

Part IV Your Activities

1 Describe completely and in detail your past, present, and planned activities. Do not refer to or repeat the purposes in your organizing document.

For each past, present, or planned activity, include information that answers the following questions:

- a. What is the activity?
- b. Who conducts the activity?
- c. Where is the activity conducted?
- d. What percentage of your total time is allocated to the activity?
- e. How is the activity funded (for example, donations, fees, etc.) and what percentage of your overall expenses is allocated to this activity?
- f. How does the activity further your exempt purposes?

In past years, activities were conducted under the Stillwater Public Library Trust, recognized by the IRS as a political subdivision of the City of Stillwater with exemption under Section 115. See Schedule G and IRS letter. Fundraising efforts on behalf of the library resulted in moving the library into a 54,000 square foot modern facility with space for its 174,000 annual visits and collection of 150,000 items which have resulted in an annual circulation of 437,000.

The Trust Indenture allows for the creation of a 501c3 to take over the activities of the Stillwater Public Library Trust. The City of Stillwater City Council voted in October to establish the Stillwater Public Library Foundation to take over fundraising efforts and manage private funds for the benefit of the Stillwater Public Library. To ensure that donor intent is followed, the public purpose and board composition established in the Trust is now found the Certificate of Incorporation and Bylaws of the Stillwater Public Library Foundation. Once the Stillwater Public Library Foundation has received tax exempt status, the Stillwater Public Library Trust will be dissolved and remaining funds will be distributed to the Stillwater Public Library Foundation.

The Stillwater Public Library Foundation will help support the educational, informational, and literacy efforts of the Stillwater Public Library. The Stillwater Public Library Foundation will accept donations offered by supporters of the library, send donation solicitations to current and potential donors for immediate gifts and gifts included in estate and other forms, create fundraising events and activities in conjunction with library staff, maintain relationships with donors and recognize their gifts, manage funds donated, apply for and execute grants, solicit funding requests from library staff, and determine which requests to fund.

The Stillwater Public Library Foundation will issue the Stillwater Public Library a yearly spending limit that may be used for the purpose of providing education, programs, collections, and services that cannot be financed through the Stillwater Public Library's operating budget, and funding will not be provided for general operating or personnel expenses. Distributions to the Stillwater Public Library will assist library staff in educating and providing information services to community members, encouraging reading and supportive activities throughout the community, rebuilding aged collections or those in poor conditions, creating new collections as novel formats become available, investing in equipment, technology, and materials for innovative services, enhancing library facilities, and expanding staff's ability to outreach to the community. It is expected that less than 5 percent of funds are spent on organizing these activities.

All activities will be done by the volunteer board members, other volunteers, or employees of the Stillwater Public Library.

*I had to make
changes. The IRS
does not
accept ; or no*

Part IV **Your Activities** (continued)

2 Enter the 3-character NTEE Code that best describes your activities.

W20

Or check here if you want the IRS to select the NTEE Code that best describes your activities.

3 Do any of your programs limit the provision of goods, services, or funds to a specific individual or group of specific individuals? For example, answer "Yes" if goods, services, or funds are provided only for a particular individual, your members, individuals who work for a particular employer, or graduates of a particular school. If "Yes," explain the limitation and how recipients are selected for each program. Yes No

[Empty text box for question 3]

4 Do any individuals who receive goods, services, or funds through your programs have a family or business relationship with any officer, director, trustee, or with any of your highest compensated employees or highest compensated independent contractors? If "Yes," explain how these related individuals are eligible for goods, services, or funds. Yes No

[Empty text box for question 4]

5 Do you or will you support or oppose candidates in political campaigns in any way? If "Yes," explain. Yes No

[Empty text box for question 5]

6 Do you or will you attempt to influence legislation? If "Yes," explain how you attempt to influence legislation. Yes No

[Empty text box for question 6]

Part IV Your Activities (continued)

6a Did you or will you make an election to have your legislative activities measured by expenditures by filing Form 5768? Yes No
If "No," describe whether your attempts to influence legislation are a substantial part of your activities. Include the time and money spent on your attempts to influence legislation as compared to your total activities.

can't check box

7 Do you or will you publish, own, or have rights in music, literature, tapes, artworks, choreography, scientific discoveries, or other intellectual property? If "Yes," describe who owns or will own any copyrights, patents, or trademarks, whether fees are or will be charged, how the fees are determined, and how any items are or will be produced, distributed, and marketed. Yes No

8 Do you or will you provide educational information to the general public on budgeting, personal finance, financial literacy, saving and spending practices, the sound use of consumer credit, and/or assist individuals and families with financial problems such as credit card debt and foreclosure by providing them with counseling? If "Yes," explain. Yes No

9 Do you or will you make grants, loans, or other distributions to organizations? If "Yes," describe the type and purpose of the grants, loans, or distributions, how you select your recipients including submission requirements (such as grant proposals or application forms), and the criteria you use or will use to select recipients. Also describe how you ensure the grants, loans, and other distributions are or will be used for their intended purposes (including whether you require periodic or final reports on the use of funds and any procedures you have if you identify that funds are not being used for their intended purposes). Finally, describe the records you keep with respect to grants, loans, or other distributions you make and identify any recipient organizations and any relationships between you and the recipients. If "No," continue to Line 10. Yes No

Part IV **Your Activities (continued)**

- 9a** Do you or will you make grants, loans, or other distributions to organizations that are not recognized by the IRS as tax exempt under section 501(c)(3)? If "Yes," name and/or describe the non-section 501(c)(3) organizations to whom you do or will make distributions and explain how these distributions further your exempt purposes. Yes (No

- 9b** Do you or will you make grants, loans, or other distributions to foreign organizations? If "Yes," name each foreign organization (if not already provided), the country and region within each country in which each foreign organization operates, any relationship you have with each foreign organization, and whether the foreign organization accepts contributions earmarked for a specific country or organization (if so, specify which countries or organizations). If "No," continue to Line 10. Yes (No

- 9c** Do your contributors know that you have ultimate authority to use contributions made to you at your discretion for purposes consistent with your exempt purposes? If "Yes," describe how you relay this information to contributors. Yes (No

- 9d** Do you or will you make pre-grant inquiries about the recipient organization? If "Yes," describe these inquiries, including whether you inquire about the recipient's financial status, its tax-exempt status under the Internal Revenue Code, its ability to accomplish the purpose for which the resources are provided, and other relevant information. Yes (No

- 9e** Do you or will you use any additional procedures to ensure that your distributions to foreign organizations are used in furtherance of your exempt purposes? If "Yes," describe these procedures, including periodic reporting requirements, auditing grantees, site visits by your employees or compliance checks by impartial experts, etc., to verify that grant funds are being used appropriately. Yes (No

Part IV Your Activities (continued)

- 9f Do you share board members or other key personnel with the recipient organization(s)? If "Yes," identify the relationships. Yes No

- 9g When you make grants, loans, or other distributions to foreign organizations, will you check the OFAC List of Specially Designated Nationals and Blocked Persons for names of individuals and entities with whom you are dealing to determine if they are included on the list? Describe any other practices you will engage in to ensure that foreign expenditures or grants are not diverted to support terrorism or other non-charitable activities. Yes No

- 9h Will you comply with all United States statutes, executive orders, and regulations that restrict or prohibit U.S. persons from engaging in transactions and dealings with designated countries, entities, or individuals, or otherwise engaging in activities in violation of economic sanctions administered by OFAC? Yes No

- 9i Will you acquire from OFAC the appropriate license and registration where necessary? Yes No

- 10 Do you or will you operate in a foreign country or countries? If "Yes," name each foreign country and region within each country in which you do or will operate and describe your operations in each one. If "No," continue to Line 11. Yes No

- 10a When you conduct activities in foreign countries, will you check the OFAC List of Specially Designated Nationals and Blocked Persons for names of individuals and entities with whom you are dealing to determine if they are included on the list? Describe any other practices you will engage in to ensure that foreign expenditures or grants are not diverted to support terrorism or other non-charitable activities. Yes No

- 10b Will you comply with all United States statutes, executive orders, and regulations that restrict or prohibit U.S. persons from engaging in transactions and dealings with designated countries, entities, or individuals, or otherwise engaging in activities in violation of economic sanctions administered by OFAC? Yes No

- 10c Will you acquire from OFAC the appropriate license and registration where necessary? Yes No

Part IV Your Activities (continued)

- 11 Are you a sponsoring organization that maintains one or more donor advised funds? If yes, please provide a complete description of your program, including the specific advice that such donors may provide. Describe in detail the control you maintain (or will maintain) over the use of the funds. Yes No

- 12 Do you or will you operate a school? Yes No
If "Yes," complete Schedule B.

- 13 Is your principal purpose or function to provide hospital or medical care? Yes No
If "Yes," complete Schedule C.

- 14 Do you or will you provide low-income housing? Yes No
If "Yes," complete Schedule F.

- 15 Do you or will you provide scholarships, fellowships, educational loans, or other educational grants to individuals, including grants for travel, study, or other similar purposes? Yes No
If "Yes," complete Schedule H - Section I.

- 16 Check any of the following fundraising activities that you will undertake (check all that apply):

- Website, mail, email, personal, and/or phone solicitations Foundation grant solicitations
 Receive donations from another organization's website Government grant solicitations
 Bingo Other (non-bingo) gaming activities

- Other (describe)

Events STACY, LET'S STAY AWAY FROM GAMING. FOR OTHER, I SAID EVENTS BUT THE FINANCIAL INFORMATION DOESN'T HAVE ANY EXPENDITURES WITH THE ACCEPTION OF DONOR APPRECIATION.

- We will not engage in fundraising activities.

- 17 Do you or will you engage in fundraising activities for other organizations? If "Yes," describe these arrangements, including the names or descriptions of the organizations for which you raise funds. Yes No

Part V Compensation and Other Financial Arrangements

- 1 Do you or will you compensate officers, directors, or trustees, or do or will you have highest compensated employees, or highest compensated independent contractors? If "No," continue to Line 2. Yes No

In establishing compensation for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors:

- 1a Do or will the individuals that approve compensation arrangements follow a conflict of interest policy? Yes No
- 1b Do or will you approve compensation arrangements in advance of paying compensation? Yes No
- 1c Do or will you document in writing the date and terms of approved compensation arrangements? Yes No
- 1d Do or will you record in writing the decision made by each individual who decided or voted on compensation arrangements? Yes No
- 1e Do or will you approve compensation arrangements based on information about compensation paid by similarly situated taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations? Yes No
- 1f Do or will you record in writing both the information on which you relied to base your decision and its source? Yes No
- 1g Do or will you have any other practices you use to set reasonable compensation? If "Yes," describe these practices. Yes No

- 2 Have you adopted a conflict of interest policy consistent with the sample conflict of interest policy in Appendix A to the instructions? If you are a hospital, answer "Yes" if your conflict of interest policy includes provisions consistent with the additional healthcare related provisions in the sample document. If "No," describe the procedures you will follow to ensure that persons who have a conflict of interest will not have influence over setting their own compensation or regarding business deals with themselves. Yes No

- 3 Do you or will you compensate any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors through non-fixed payments, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are determined, who is eligible for such arrangements, whether you place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Yes No

Part V Compensation and Other Financial Arrangements (continued)

- 4 Do you or will you purchase or sell any goods, services, or assets from or to: (i) any of your officers, directors, or trustees; (ii) any family of any of your officers, directors, or trustees; (iii) any organizations in which any of your officers, directors, or trustees are also officers, directors, or trustees, or in which any individual officer, director, or trustee owns more than a 35% interest; (iv) your highest compensated employees; or (v) your highest compensated independent contractors? If "Yes," describe any such transactions that you made or intend to make, with whom you make or will make such transactions, how the terms are or will be negotiated at arm's length, and how you determine you pay no more than fair market value or you are paid at least fair market value. Yes No

- 5 Do you or will you have any leases, contracts, loans, or other agreements with: (i) your officers, directors, or trustees; (ii) any family of any of your officers, directors, or trustees; (iii) any organizations in which any of your officers, directors, or trustees are also officers, directors, or trustees, or in which any individual officer, director, or trustee owns more than a 35% interest; (iv) your highest compensated employees; or (v) your highest compensated independent contractors? If "Yes," describe any written or oral arrangements that you made or intend to make, with whom you have or will have such arrangements, how the terms are or will be negotiated at arm's length, and how you determine you pay no more than fair market value or you are paid at least fair market value. Yes No

- 6 Do you or will you contract with another organization to develop, build, market, or finance your facilities? If "Yes," describe each facility, the role of the other organization, and any business or family relationship between the organization and your officers, directors, or trustees. Explain how that entity is selected, how the terms of any contract(s) are negotiated at arm's length, and how you determine you will pay no more than fair market value for services. Yes No

Part V Compensation and Other Financial Arrangements (continued)

- 7 Does or will someone other than your own employees or volunteers manage your activities or facilities? Yes No
- If "Yes," describe the activities or facilities that will be managed by others, the names of the persons or organizations that manage or will manage your activities or facilities, and any business or family relationship between the organization and your officers, directors, or trustees. Explain how these managers were or will be selected, how the terms of any contracts or other agreements were or will be negotiated, and how you determine you will pay no more than fair market value for services.

- 8 Do you participate in any joint ventures, including partnerships or limited liability companies treated as partnerships, in which you share profits and losses with partners? If "Yes," state your ownership percentage in each joint venture, list your investment in each joint venture, describe the tax status of other participants in each joint venture (including whether they are section 501(c)(3) organizations), describe the activities of each joint venture, describe how you exercise control over the activities of each joint venture, and describe how each joint venture furthers your exempt purposes. Yes No

Part VI Financial Data

- 1 Select the option that best describes you to determine the years of revenues and expenses you need to provide.
- You completed less than one tax year.
Provide a total of three years of financial information (including the current year and two future years of reasonable and good faith projections of your future finances) in the following Statement of Revenues and Expenses.
 - You completed at least one tax year but fewer than five.
Provide a total of four years financial information (including the current year and three years of actual financial information or reasonable and good faith projections of your future finances) in the following Statement of Revenues and Expenses.
 - You completed five or more tax years.
Provide financial information for your five most recent tax years (including the current year) in the following Statement of Revenues and Expenses.

Part VI Financial Data (continued)

A. Statement of Revenues and Expenses

Type of revenue	Current tax year					4 prior tax years or 2 succeeding tax years				
	From: 07/01/2025		From: 07/01/2026		From: 07/01/2027		From: 07/01/2028		From: 07/01/2029	
	To: 06/30/2026		To: 06/30/2027		To: 06/30/2028		To: 07/03/2029		To: 07/03/2030	
1 Gifts, grants, and contributions received (do not include unusual grants)	\$1,026,000.	\$15,000.	\$15,000.	\$20,000.						
2 Membership fees received										
3 Gross investment income	\$5,500.	\$21,000.	\$22,000.	\$23,000.						
4 Net unrelated business income										
5 Taxes levied for your benefit										
6 Value of services or facilities furnished by a governmental unit without charge (not including the value of services generally furnished to the public without charge)	\$60.	\$300.	\$180.	\$180.						<i>need info</i>
7 Any revenue not otherwise listed above or in lines 9 - 12 below (provide an itemized list below)										
8 Total of lines 1 through 7	\$1,031,560.	\$36,300.	\$37,180.	\$43,180.	\$0.					
9 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to your exempt purposes (provide an itemized list below)										
10 Total of lines 8 and 9	\$1,031,560.	\$36,300.	\$37,180.	\$43,180.	\$0.					
11 Net gain or loss on sale of capital assets (provide an itemized list below)										
12 Unusual grants (provide an itemized list below)										
13 Total Revenue (add lines 10 through 12)	\$1,031,560.	\$36,300.	\$37,180.	\$43,180.	\$0.					
Type of expense	Current tax year					4 prior tax years or 2 succeeding tax years				
14 Fundraising expenses		\$500.	\$1,000.	\$1,000.						
15 Contributions, gifts, grants, and similar amounts paid out (provide an itemized list below)										
16 Disbursements to or for the benefit of members (provide an itemized list below)										
17 Compensation of officers, directors, and trustees										
18 Other salaries and wages										
19 Interest expense										
20 Occupancy (rent, utilities, etc.)										
21 Depreciation and depletion										
22 Professional fees	\$700.	\$10,000.	\$5,000.	\$5,000.						
23 Any expense not otherwise classified, such as program services (provide an itemized list below)		\$1,500.	\$6,500.	\$6,500.						
24 Total Expenses (add lines 14 through 23)	\$700.	\$12,000.	\$12,500.	\$12,500.	\$0.					

25 Itemized financial data

Current Year, we anticipate the funds from the Trust will be transferred in the 4th Quarter of the fiscal year. Line item 22 Professional fees will include accounting and setting up books and legal. Line item 23 is financial support for the library which is our tax exempt purpose and insurance and STACY, LET'S VISIT ABOUT THE CHANGES I MADE. DONOR RECOGNITION WILL GO INTO FUNDRAISING. I FEEL YOU WILL HAVE ADDITIONAL FUNDRAISING EXPENSES FOR THINGS LIKE EVENT. ALSO, THE AMOUNT GOING TO THE LIBRARY ON LINE ITEM 23 SEEMS LOW SINCE YOU WILL HAVE \$30,000 AVAILABLE BUT ONLY PROVIDING \$6,500. ALSO THE VALUE FROM THE CITY WILL INCLUDE INFO TECHNOLOGY, USE OF FACILITY FOR MEETINGS (MAY BE FREE). NOTE THAT ONLY CERTAIN PUNCTUATION CAN BE USED HERE AND IN THE NARRATIVE.

Part VI **Financial Data (continued)**

B. Balance Sheet (for your most recently completed tax year)		Year End: 10/31/2025
Assets		
1	Cash	\$0.
2	Accounts receivable, net	
3	Inventories	
4	Bonds and notes receivable (provide an itemized list below)	
5	Corporate stocks (provide an itemized list below)	
6	Loans receivable (provide an itemized list below)	
7	Other investments (provide an itemized list below)	
8	Depreciable assets (provide an itemized list below)	
9	Land	
10	Other assets (provide an itemized list below)	
11	Total Assets (add lines 1 through 10)	\$0.
Liabilities		
12	Accounts payable	\$0.
13	Contributions, gifts, grants, etc. payable	
14	Mortgages and notes payable (provide an itemized list below)	
15	Other liabilities (provide an itemized list below)	
16	Total Liabilities (add lines 12 through 15)	\$0.
Fund Balances or Net Assets		
17	Total fund balances or net assets	
18	Total Liabilities and Fund Balances or Net Assets (add lines 16 and 17)	\$0.

We don't have a bank account under the Foundation at this time

19 Itemized financial data

Part VII Foundation Classification

Part VII is designed to classify you as an organization that is either a private foundation or a public charity. Public charity classification is a more favorable tax status than private foundation classification. If you are a private foundation, this part will further determine whether you are a private operating foundation.

1 Select the foundation classification you are requesting from the list below.

You are described in 509(a)(1) and 170(b)(1)(A)(vi) as an organization that receives a substantial part of its financial support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public.

You are described in 509(a)(2) as an organization that normally receives not more than one-third of its financial support from gross investment income and receives more than one-third of its financial support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions).

You are described in 509(a)(1) and 170(b)(1)(A)(i) as a church or a convention or association of churches. Complete Schedule A.

You are described in 509(a)(1) and 170(b)(1)(A)(ii) as a school. Complete Schedule B.

You are described in 509(a)(1) and 170(b)(1)(A)(iii) as a hospital, a cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital. Complete Schedule C.

You are described in 509(a)(1) and 170(b)(1)(A)(iv) as an organization operated for the benefit of a college or university that is owned or operated by a governmental unit.

You are described in 509(a)(1) and 170(b)(1)(A)(ix) as an agricultural research organization directly engaged in the continuous active conduct of agricultural research in conjunction with a college or university.

- You are described in 509(a)(3) as an organization supporting either one or more organizations described in 509(a)(1) or 509(a)(2) or a publicly supported section 501(c)(4), (5), or (6) organization. Complete Schedule D.

You are described in 509(a)(4) as an organization organized and operated exclusively for testing for public safety.

You are a publicly supported organization and would like the IRS to decide your correct classification.

You are a private foundation.

- 1a** As a private foundation, section 508(e) requires special provisions in your organizing document in addition to those that apply to all organizations described in section 501(c)(3). Check this box to confirm that your organizing document includes these provisions or you rely on state law.

State specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document (Page/Article/Paragraph) or state that you rely on state law.

- 1b** Do you or will you provide scholarships, fellowships, educational loans, or other educational grants to individuals, including grants for travel, study, or other similar purposes? Yes No
If "Yes," complete Schedule H - Section II.

- 1c** Are you a private operating foundation? Yes No

To be a private operating foundation you must engage directly in the active conduct of charitable, religious, educational, and similar activities, as opposed to indirectly carrying out these activities by providing grants to individuals or other organizations.

Part VII Foundation Classification (continued)

- 1d** Describe how you meet the requirements for private operating foundation status, including how you meet the income test and either the assets test, the endowment test, or the support test. If you've been in existence for less than one year, describe how you are likely to satisfy the requirements for private operating foundation status.

- 2** If you have been in existence more than 5 years, you must confirm your public support status. To confirm your qualification as a public charity described in 509(a)(1) and 170(b)(1)(A)(vi) in existence for five or more tax years, you must have received one-third or more of your total support from governmental agencies, contributions from the general public, and contributions or grants from other public charities; or 10% or more of your total support from governmental agencies, contributions from the general public, and contributions or grants from other public charities and the facts and circumstances indicate you are a publicly supported organization. Calculate whether you meet this support test for your most recent five-year period.

- i. Did you receive contributions from any person, company, or organization whose gifts totaled more than the 2% amount of line 8 in Part VI-A? Yes No

If "Yes," identify each person, company, or organization by letter (A, B, C, etc.) and indicate the amount contributed by each. Keep a list showing the name of and amount contributed by each of these donors for your records.

- ii. Based on your calculations, did you receive at least one-third of your support from public sources or did you normally receive at least 10 percent of your support from public sources and you have other characteristics of a publicly supported organization? Yes No

- 2a** If you have been in existence more than 5 years, you must confirm your public support status. To confirm your qualification as a public charity described in 509(a)(2) in existence for five or more tax years, you must have normally received more than one-third of your support from contributions, membership fees, and gross receipts from activities related to your exempt functions, or a combination of these sources, and not more than one-third of your support from gross investment income and net unrelated business income. Calculate whether you meet this support test for your most recent five-year period.

- i. Did you receive amounts from any disqualified persons? Yes No

If "Yes," identify each disqualified person by letter (A, B, C, etc.) and indicate the amount contributed by each. Keep a list showing the name of and amount contributed by each of these donors for your records.

- ii. Did you receive amounts from individuals or organizations other than disqualified persons that exceeded the greater of \$5,000 or 1% of the amount on line 10 of Part VI-A Statement of Revenues and Expenses? Yes No

If "Yes," identify each individual or organization by letter (A, B, C, etc.) and indicate the amount contributed by each. Keep a list showing the name of and amount contributed by each of these donors for your records.

- iii. Based on your calculations, did you normally receive more than one-third of your support from a combination of gifts, grants, contributions, membership fees, and gross receipts (from permitted sources) from activities related to your exempt functions and normally receive not more than one-third of your support from investment income and unrelated business taxable income? Yes No

Part VIII Effective Date

In general, a determination letter recognizing exemption of an organization described in section 501(c)(3) is effective as of the date of formation of an organization if: (1) its purposes and activities prior to the date of the determination letter have been consistent with the requirements for exemption; and (2) it has filed an application for recognition of exemption within 27 months from the end of the month in which it was organized.

- 1 Are you submitting this application within 27 months of the end of the month in which you were legally formed? Yes No
If "No," complete Schedule E.

Part IX Annual Filing Requirements

If you fail to file a required information return or notice for three consecutive years, your exempt status will be automatically revoked.

- 1 Certain organizations are not required to file annual information returns or notices (Form 990, Form 990-EZ, or Form 990-N, e-Postcard). If you are granted tax-exemption, are you claiming to be excused from filing Form 990, Form 990-EZ, or Form 990-N? Yes No

If "Yes," are you claiming you are excepted from filing because you are:

- A church or association of churches
- An integrated auxiliary (such as a men's or women's organization, religious school, mission society, or religious group)
- A church-affiliated organization (other than a section 509(a)(3) organization) that is exclusively engaged in managing funds or maintaining retirement programs and is described in Revenue Procedure 96-10, 1996-1 C.B. 577
- A school below college level affiliated with a church or operated by a religious order
- A mission society (other than a section 509(a)(3) supporting organization) sponsored by, or affiliated with, one or more churches or church denominations, if more than half of the society's activities are conducted in, or directed at, persons in foreign countries
- An affiliate of a governmental unit that meets the requirements of Revenue Procedure 95-48, 1995-2 C.B. 418 (other than a section 509(a)(3) supporting organization)
- Other (describe)

Part X Signature

- I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, and to the best of my knowledge it is true, correct, and complete.

Cynthia Francisco

(Type name of signer)

DIRECTOR AND PRESIDENT

(Type title or authority of signer)

10/27/2025

(Date)

Upload checklist:

- Organizing document (and any amendments)
- Bylaws, if adopted
- Form 2848, Power of Attorney and Declaration of Representative (if applicable)
- Form 8821, Tax Information Authorization (if applicable)
- Supplemental responses (if applicable)
- Expedited handling request (if applicable)

*I removed all of the
schedule that did
not apply*

Schedule D. Section 509(a)(3) Supporting Organizations**1** List the names, addresses, and EINs of the organizations you support.

City of Stillwater, 723 S Lewis St, Stillwater, Oklahoma 74074

NEED EIN

2 Are all your supported organizations public charities under section 509(a)(1) or (2)? If "Yes," continue to Line 3. Yes No**2a** Are your supported organizations tax exempt under section 501(c)(4), 501(c)(5), or 501(c)(6) and do your supported organizations meet the public support test under section 509(a)(2)? If "No," explain how each organization you support is a public charity under section 509(a)(1) or 509(a)(2). Yes No**3** Which of the following describes your relationship with your supported organization(s)? A majority of your governing board or officers are elected or appointed by your supported organization(s). (Type I supporting organization) Your control or management is vested in the same persons who control or manage your supported organization(s). (Type II supporting organization) One or more of your officers, directors, or trustees are elected or appointed by the officers, directors, trustees, or membership of your supported organization(s), or one or more of your officers, directors, trustees, or other important office holders, are also members of the governing body of your supported organization(s), or your officers, directors, or trustees maintain a close and continuous working relationship with the officers, directors, or trustees of your supported organization(s). (Type III supporting organization)**4** Describe how your governing board and officers are selected. If you are a Type III organization, also describe how your officers, directors, or trustees maintain a close and continuous working relationship with the officers, directors, or trustees of your supported organization(s).

Since we are a Type I, our board is selected by the City of Stillwater through the City Council. Section 2.5 of the Bylaws state that Each slated candidate receiving a majority of the votes cast by the Directors at a meeting of the Foundation where a quorum is present shall be placed on the slate of Directors to be voted on by the City within the limitations of Section 2.4 of these Bylaws. Elections by the City shall be conducted, at a minimum, annually in the Fourth Quarter of the Fiscal Year to allow for the new Directors to begin their terms on the first day of the following Fiscal Year. Section 2.4 i

Schedule D. Section 509(a)(3) Supporting Organizations (continued)

- 5 Do any persons who are disqualified persons (except individuals who are disqualified persons only because they are foundation managers) with respect to you or persons who have a family or business relationship with any disqualified persons appoint any of your foundation managers? If "Yes," (1) describe the process by which disqualified persons appoint any of your foundation managers, (2) provide the names of these disqualified persons and the foundation managers they appoint, and (3) explain how control is vested over your operations (including assets and activities) by persons other than disqualified persons. Yes No

- 6 Do any persons who are disqualified persons (except individuals who are disqualified persons only because they are foundation managers) have any influence regarding your operations, including your assets or activities? If "Yes," (1) provide the names of these disqualified persons, (2) explain how influence is exerted over your operations (including assets and activities), and (3) explain how control is vested over your operations (including assets and activities) by individuals other than disqualified persons. Yes No

- 7 Does your organizing document specify your supported organization(s) by name? Yes No
 If "Yes" and you selected Type I above, continue to Line 8.
 If "Yes," and you selected Type II, do not complete the rest of Schedule D.
 If "No" and you selected Type III above, amend your organizing document to specify your supported organization(s) by name or you will not meet the organizational test and need to reconsider your requested public charity classification; then continue to Line 8.

- 7a Does your organizing document name a similar purpose or charitable class of beneficiaries as to your supported organization(s)? If "No," amend your organizing document to specify your supported organization(s) by name, purpose, or class or you will not meet the organizational test and need to reconsider your requested public charity classification. Yes No

If you selected Type II above, do not complete the rest of Schedule D.

- 8 Do you or will you receive contributions from any person who alone, or combined with family members or an entity at least 35% controlled by that person, controls any of your supported organizations, or will you receive contributions from any family member of, or an entity at least 35% controlled by, any person who controls any of your supported organizations? If "Yes," explain. Yes No

If you selected Type I above, do not complete the rest of Schedule D.

Schedule G. Successors to Other Organizations

- 1** List the name, last address, and EIN of your predecessor organization and describe its activities.

Stillwater Public Library Trust, 1107 South Duck, Stillwater, Oklahoma 74074 NEED EIN

- 2** List the owners, partners, principal stockholders, officers, and governing board members of your predecessor organization. Include their names, addresses, and share/interest in the predecessor organization (if for-profit).

The City of Stillwater will control the Board and the composition remain the same as the Trust which will be dissolved. Board as listed on page 1 of this application. Cynthia Francisco 1423 Fairfield Dr. Stillwater, OK 74074 Holly Hartman 2202 N. Redlands Rd. Stillwater, OK 74075 Sandeep Nabar 2223 N. Crescent Dr. Stillwater, OK 74075 Sherryl Nelson 4508 N Davis Ct. Stillwater, OK 74075 Jeff Simpson 1810 W 3rd Ave. Stillwater, OK 74074

- 3** Are you a successor to a for-profit organization? If "Yes," explain your relationship with the predecessor organization that resulted in your creation and explain why you took over the activities or assets of a for-profit organization or converted from for-profit to nonprofit status; continue to Line 4. Yes No

- 3a** Explain your relationship with the other organization that resulted in your creation and why you took over the activities or assets of another organization.

A public trust was not best vehicle to increase support to the Stillwater Public Library. Therefore, the City Council voted to create a public charity per the Trust Indenture and transfer the funds to the new public charity. The Stillwater Public Library Foundation will be that public charity once tax exempt status is received.

Schedule G. Successors to Other Organizations (continued)

- 4 Do or will you maintain a working relationship with any of the persons listed in question 2 or with any for-profit organization in which these persons own more than a 35% interest? If "Yes," describe the relationship. Yes No

- 5 Were any assets transferred, whether by gift or sale, from the predecessor organization to you? If "Yes," provide a list of assets, indicate the value of each asset, explain how the value was determined, and attach an appraisal, if available. For each asset listed, also explain if the transfer was by gift, sale, or combination thereof and describe any restrictions that were placed on the use or sale of the assets. Yes No

We expect about \$1,026,000 in cash and investments to come from the Stillwater Public Library Trust prior to the dissolution of the Public Trust.

- 6 Were any debts or liabilities transferred from the predecessor for-profit organization to you? If "Yes," provide a list of the debts or liabilities that were transferred to you, indicating the amount of each, how the amount was determined, and the name of the person to whom the debt or liability is owed. Yes No

- 7 Will you lease or rent any property or equipment to or from the predecessor organization or any persons listed in Line 2 or a for-profit organization in which these persons own more than a 35% interest? If "Yes," describe the arrangement(s) including how the lease or rental value was determined. Yes No

AGREEMENT FOR LIBRARY SUPPORT SERVICES

This AGREEMENT FOR LIBRARY SUPPORT SERVICES (the “Agreement”) is entered into by and between the CITY OF STILLWATER, OKLAHOMA, an Oklahoma Municipal Corporation (the “CITY”), and the Stillwater Public Library Foundation an Oklahoma Non-Profit Corporation (the “LIBRARY FOUNDATION”), on this _____ day of January, 2025

WHEREAS, the LIBRARY FOUNDATION is a charitable non-profit corporation that has applied for exempt status under Section 501(C)(3) of the Internal Revenue Code; and

WHEREAS, the LIBRARY FOUNDATION will be classified as a Type 1 Supporting Organization, thereby serving as a discretely presented component unit of the CITY; and

WHEREAS, the purpose of the Foundation, which is consistent with prior donor intent, is to receive and administer private donations for the benefit of the Stillwater Public Library (the “Library”) and to support education, programs, collections, services, and special projects that are outside of the Stillwater Public Library’s operating and personnel budgets and outside the ordinary upkeep of the library facilities; and

WHEREAS, the CITY is an Oklahoma Municipal Corporation with its situs of government in Payne County, Oklahoma; and

WHEREAS, although the Library facilities, including the real property, the building, books, furniture, fixtures, and furnishings, are owned by the CITY, the Stillwater Library Board (the “Library Board”) is vested with supervision and control of the Library pursuant to state statute, the CITY’s Code of Ordinances, the CITY’s Charter, and through the selection the members of the Library Board; and

WHEREAS, the Library has additionally received considerable support from the Friends of the Stillwater Public Library (“Friends”), and the Stillwater Public Library Trust, an Oklahoma Public Trust, with the CITY as the Trust’s sole beneficiary (the “Trust”), and

WHEREAS, the Trust has accumulated a substantial amount of financial resources raised exclusively through private donations and fundraising events that are earmarked for the benefit of the Library; and

WHEREAS, representatives of the Trust and the CITY concluded that it would be in the best interests of the Library, the CITY, and the other organizations that provide support to the Library, to terminate the Trust and transfer its funds to the LIBRARY FOUNDATION in accordance with the provisions contained in this Agreement; and

WHEREAS, the LIBRARY FOUNDATION agrees as set forth herein to impose appropriate safeguards, provide for governance, and to follow reasonable reporting requirements established by the CITY in accordance with the terms and provisions of this Agreement and the LIBRARY FOUNDATION’s bylaws and incorporating documents; and

WHEREAS, in support of the Library and Library functions, the City annually budgets funding for staffing, staff benefits, utilities, maintenance, equipment, books, and other obligations; and

WHEREAS, the CITY, in accordance with the provisions of this Agreement and consideration for this Agreement, agrees that LIBRARY FOUNDATION expenditures shall not be used to defray or eliminate appropriations from local, state, or national governments; and

WHEREAS, the parties hereto desire to enter into this Agreement to further define the duties, roles, and responsibilities of the parties in connection with their relationship and common objectives and goals, and in accordance with the terms and conditions as more particularly set forth herein; and

WHEREAS, the terms and provisions of this Agreement are for a public purpose and in the best interests of the CITY, and are in support of the health, safety, and welfare of the citizens of Stillwater and the surrounding areas.

NOW, THEREFORE, in consideration of the mutual terms, covenants, conditions, and agreements contained herein, the parties agree as follows:

ARTICLE I - TERM

This Agreement shall be in full force and effect as of the XXXX day of XXXXXX, 2026, and automatically renew annually and remain in effect for a period of ten (10) years, unless sooner terminated as provided herein. This Agreement may be renewed for two (2) additional ten (10) year periods with annual renewals unless written notice is provided ninety (90) days in advance of the end of the original term or any renewal term.

ARTICLE II - OBJECTIVES OF THE LIBRARY FOUNDATION

The objectives of the LIBRARY FOUNDATION related to this Agreement shall include the following:

- a. To serve as a conduit for private donations made for the support of the Library.
- b. To coordinate fundraising projects that promote and further the interests of the Library
- c. To fund activities, projects, and programs that benefit the mission of the Library.
- d. To provide available support and assistance to the Library as reasonably requested by the Library Staff or the Library Board.
- e. To manage investment accounts and endowments for the benefit of the Library.
- f. Subject to available funding, retain outside consultants and professionals as necessary to support the mission and objectives of the LIBRARY FOUNDATION.

ARTICLE III - OBJECTIVES OF THE CITY

The objectives of the CITY related to this Agreement shall include the following:

- a. Allow the Library Director to act as the facilitator for communications between the parties.
- b. To request the library staff to compile a list of Library activities, projects, and programs that would benefit from funding or assistance by the LIBRARY FOUNDATION.

- c. Subject to availability, to provide the use of Library facilities for the LIBRARY FOUNDATION's meetings and activities, as requested.
- d. To provide the reasonable use of Library staff at the discretion of the Library Director to facilitate the Foundation in their efforts to support the Library.

ARTICLE IV - APPOINTMENT OF DIRECTORS OF THE LIBRARY FOUNDATION

The parties agree that the Directors of the LIBRARY FOUNDATION will be elected and removed in the manner set forth in the Stillwater Public Library Trust Indenture (the Trust Indenture”) and subsequently memorialized in the Bylaws of the LIBRARY FOUNDATION. Therefore, the Directors will be elected and/or by the CITY, the Library Board, and the Friends of the Library. Each electing entity will elect and/or remove Directors in accordance with its respective governing documents.

ARTICLE V - ADOPTION OF BYLAWS

The LIBRARY FOUNDATION shall adopt bylaws consistent with the terms and provisions of this Agreement. Approval of the Bylaws and any amendments impacting the rights of the CITY shall be approved by the City Council of the CITY. The CITY will retain control of the LIBRARY FOUNDATION through the election of a majority of the Directors of the Board of Directors of the LIBRARY FOUNDATION.

ARTICLE VI - FISCAL ACCOUNTABILITY

The LIBRARY FOUNDATION shall approve and enact appropriate financial controls in accordance with established standards and best practices for non-profit entities serving as a discreetly presented component unit of public bodies. Specifically, the LIBRARY FOUNDATION agrees to adopt an Investment Policy, maintain its 501(c)(3) status, and ensure that all funds are expended for a public purpose in support of the Library. The LIBRARY FOUNDATION specifically acknowledges and agrees that its financial statements shall be included in the CITY's Annual Comprehensive Financial Report (the “ACFR”). The LIBRARY FOUNDATION shall include all fiscal accountability measures contained in this Article in its financial policies.

ARTICLE VII - TRANSFER OF TRUST FUNDS

Once the financial controls established in Article VI above have been accomplished, funds of the Trust shall be transferred to the LIBRARY FOUNDATION in accordance with the provisions of this Agreement.

ARTICLE VIII - ANNUAL AUDIT

The LIBRARY FOUNDATION shall designate a qualified public accountant or accountants who shall make an independent audit of the accounts and evidence of financial transactions of the LIBRARY FOUNDATION and provide it to the CITY within thirty (30) days of completion. The LIBRARY FOUNDATION will operate on the CITY's fiscal year (July 1-June 30), and therefore, the audit shall be completed by November 1st of each year. These requirements shall be included in the LIBRARY

FOUNDATION's financial policies. The CITY will not withhold a reasonable request for an extension if requested by the auditor.

ARTICLE IX - ANNUAL REPORT

The LIBRARY FOUNDATION shall provide an annual report of its activities and finances to the CITY Council of the CITY.

ARTICLE X - OBLIGATIONS OF THE CITY

The CITY agrees to address funding for the Library through its annual budget process. The CITY agrees and acknowledges that assets held by the LIBRARY FOUNDATION shall be in addition to funding appropriated and encumbered by the CITY for the Library. All CITY expenditures for the Library shall be subject to annual appropriation in accordance with the provisions of the Oklahoma Constitution and Oklahoma state statute.

ARTICLE XI - COMPLIANCE

The parties shall comply with all applicable accounting and record-keeping standards and shall timely provide each other with such information, records, or reports reasonably requested by the other party in connection with their respective objectives and responsibilities referenced in this Agreement and in order to comply with and fulfill any governmental reporting requirements.

ARTICLE XII - TERMINATION

Either party may terminate this Agreement for any reason whatsoever with ninety (90) days' advance written notice to the other party. A decision to terminate this Agreement must be made by the City Council on behalf of the City or by a vote of the Foundation Board of Directors.

ARTICLE XIII - NO ASSIGNMENT

The parties shall not assign or transfer any interest or obligation in this Agreement nor grant any interest, privilege, use or license whatsoever in connection with this Agreement, without the prior written consent of the other party. This Agreement shall extend to and be binding upon and shall inure to the benefit of the permitted successors and assigns of the parties.

ARTICLE XIV - CONTROLLING LAW AND VENUE

This Agreement is made and shall be interpreted and construed under and in accordance with the laws of the State of Oklahoma, and venue shall be in Payne County, Oklahoma, for any legal action hereunder. A determination that any provision of this Agreement is invalid or unenforceable shall not affect the balance of this Agreement, which shall remain in full force and effect.

ARTICLE XV - NOTICES

Any Notice by one party to the other as required by this Agreement shall be made in writing and delivered by certified mail, postage prepaid, to the respective persons and addresses as set forth below:

THE CITY:

Mayor, City of Stillwater
723 South Lewis Street
Stillwater, Oklahoma 74074

With copies to:

City Attorney
City of Stillwater
723 South Lewis Street
Stillwater, Oklahoma 74074

THE LIBRARY FOUNDATION:

President, Board of Directors
1107 South Duck
Stillwater, Oklahoma 74074

With copies to:

Attorney for the Library Foundation
Nonprofit Solutions Law, P.C.
P.O. Box 20097
Oklahoma City, Oklahoma 73156

ARTICLE XVI - INDEPENDENT ENTITIES

The parties acknowledge and understand that the LIBRARY FOUNDATION and the CITY are separate, independent legal entities and shall make best efforts to distinguish this in all communications, promotions, and advertising. The parties are not agents, partners, joint venture participants or otherwise responsible for the acts, omissions, or conduct of either party. The parties expressly agree that the CITY shall not provide staffing, other than the dedicated Library Staff, in support of any LIBRARY FOUNDATION meetings, transactions, or other business except as set forth herein. All transactions between the LIBRARY FOUNDATION and the CITY shall be conducted in good faith on an arm’s length basis.

ARTICLE XVII - ENTIRE AGREEMENT AND AMENDMENT

This Agreement constitutes the entire agreement between the parties concerning the subject matter covered herein, and there are no agreements or understandings between the parties other than those set forth herein. This Agreement may not be modified or amended except in writing signed by both parties herein.

FOR THE CITY:

FOR THE LIBRARY FOUNDATION:

WILLIAM H. JOYCE, MAYOR

CYNTHIA FRANCISCO, PRESIDENT

ATTEST:

ATTEST:

TERESA KADAVY, CITY CLERK

_____, SECRETARY

Approved as to form and legality:

Approved as to form and legality:

KIMBERLY CARNLEY, CITY ATTORNEY

JERI HOLMES, ESQ

**Stillwater Public Library Trust
expenditures and donations
December 2-January 16**

Expenses		
Date	Description	Amount
	none	
	total	\$ -
	count	0

Donations		
Date	Description	Amount
11/10/25	PayPal	\$23.79
11/16/25	PayPal	\$9.22
11/26/25	PayPal	\$123.80
11/27/25	PayPal	\$1,048.30
12/15/25	Donation check	\$125.00
12/04/25	PayPal	\$242.28
12/10/25	PayPal	\$23.79
12/12/25	PayPal	\$48.06
12/16/25	PayPal	\$9.22
12/19/25	PayPal	\$9.22
12/19/25	PayPal	\$96.62
12/22/25	PayPal	\$18.93
12/30/25	PayPal	\$116.04
	total	\$1,894.27
	number of donations	13

*PayPal donations are only reported to the library once per month, so some dates on this and future reports may predate the previous report

Stillwater Public Library Trust Accounts Report – Jan. 2026

a. Status Report: Exchange Bank CD (**DOM 04/24/26**) **\$80,703.42**

Interest received
4.05%

03/31/25 - \$783.56
06/30/25 - \$799.20
09/29/25 - \$807.36
01/20/26 - \$806.74

b. Status Report: Vanguard Statement: **\$961,230.43 Jan. 2026**

\$952,865.76 Nov 2025; \$944,384.74 Oct 2025; \$906,199.09 Aug 2025; \$855,262.42 March 2025; **\$847,739.83 Jan 2025;**

VFIAX (1)

\$34,405.76 01/06/25
\$34,538.75 03/02/25
\$37,263.21 08/11/25
\$39,253.94 10/06/25
\$39,747.85 11/06/25
COMBINED

VFIAX (2)

\$471,803.36 01/06/25
\$473,627.15 03/02/25
\$510,989.24 08/11/25
\$538,283.97 10/06/25
\$545,056.91 11/06/25
\$598,776.31 01/20/26

VBIAX (List)

\$128,924.82 01/06/25
\$130,325.03 03/02/25
\$137,619.13 08/11/25
\$143,412.66 10/06/25
\$144,284.14 11/06/25
\$147,274.07 01/20/26

VMFXX (money market)

\$88,174.17 01/06/25
\$88,784.02 03/02/25
\$90,365.78 08/11/25
\$90,998.15 10/06/25
\$91,310.50 11/06/25
\$81,845.00 01/20/26

VBTLX (Bond)

\$127,987.47 03/02/25

\$129,961.72 08/11/25
 \$132,436.02 10/06/25
 \$132,466.35 11/06/25
\$133,335.06 01/20/26

c. Status Report: Claim on Cash Report

\$9,001.70 01/06/25
 \$12,932.03 03/02/25
 \$5,659.14 08/11/25
 \$5,965.20 10/06/25
 \$5,965.20 11/06/25
\$16,050.49 01/20/26

d. Status Report: Mabel King Fund balance

\$54,567.21 2022
 \$54,845.36 2023
 \$55,880.50 2024
 \$57,949.98 2025
\$54,122.36 2026

1/20/2026	SPLT Investment Type Ratios				
			Stock v. Safe	Stock v. Safe v. Hybrid	
Exch Bank CD	7.63%	\$80,703.42			
VFIAX 1		\$0.00			
VFIAX	56.60%	\$598,776.31			
VBIAX List	13.92%	\$147,274.07			
VBTLX	12.60%	\$133,335.06			
Money Market	7.74%	\$81,845.00			
Cash	1.52%	\$16,050.49			
		\$1,057,984.35			
Safe					
Exch Bank CD		\$80,703.42			
Money Market		\$81,845.00			
VBTLX		\$133,335.06			
Cash		\$16,050.49			
		\$311,933.97	0.342517238	0.29483798	safe
Stock					
VFIAX 1		\$0.00			

VFIAX 2		\$598,776.31			
		\$598,776.31	0.657482762	0.56595952	stock
Total Safe + Stock		\$910,710.28			
Hybrid					
VBIAX List		\$147,274.07		0.1392025	hybrid
Total All		\$1,057,984.35	1	1	

VFIAX accts
combined