

BYLAWS OF THE
RICHLAND PUBLIC LIBRARY FOUNDATION

(A Public Charity)

ARTICLE I. BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the corporation shall be managed by the Board of Directors.

Section 2. Number. The number of directors of the corporation elected for fixed terms shall be not less than five nor more than fifteen. In addition, the following shall be ex-officio members of the Board of Directors: the Library Manager (with vote); the President of the Friends of Richland Public Library (with vote); such founding directors as the Board of Directors may designate as Founding Directors (with vote); and such former directors as the Board of Directors may designate as Directors Emeriti (without vote). The Board of Directors, by amendment of these Bylaws, may increase or decrease the number of directors; provided that no decrease in number shall have the effect of shortening the term of any incumbent or reducing the number of directors to less than five. Upon the first annual election of directors, the directors shall be divided into three classes, the first class to serve a term of one year, the second class to serve a term of two years, and the third class to serve a term of three years thereafter. Each such director shall hold office for the term for which he/she is elected and until his/her successor shall have been elected and qualified.

Section 3. Election and Term. After the first annual meeting, the member or members of one class of directors shall be elected by the Board of Directors at each annual meeting, to hold office until the expiration of the term of office of the class of directors into which elected and until his/her or their respective successors are elected and qualified.

Section 4. Vacancies. Any vacancy occurring in the Board shall be filled by the Board by the election of a director for the unexpired term of his/her predecessor in office. A position of director occurring because of increase in the number of directors pursuant to these Bylaws shall be filled by the Board by the election of a person for the remainder of the term specified for such position.

ARTICLE II. MEETINGS OF BOARD OF DIRECTORS

Section 1. Annual Meeting. The annual meeting of the Board of Directors shall be held at any place and time of day, not earlier than February 15 and not later than March 15 of each year, except as the Board may otherwise direct.

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

Section 3. Notice of Meetings. Notice of the time and place of any meeting of the Board of Directors shall be required. Notice of the time and place of any meeting of the Board of Directors shall be given by the Secretary, or by the person or persons calling the meeting, by mail, or by personal communication, over the telephone or otherwise, at least three days prior to the date on which the meeting is to be held. Neither the business to be transacted nor the purpose of any meeting of the Board of Directors need be specified in the notice or any waiver of notice of such meeting.

Section 4. Quorum. A simple majority of the number of directors elected for fixed terms shall constitute a quorum for the transaction of business. The act of the majority of directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. At any meeting of the Board of Directors at which a quorum is present, any business may be transacted and the Board may exercise all of its powers. If a quorum is not present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 5. Meetings by Telephone. Members of the Board of Directors may participate in a meeting of such Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 6. Presumption of Assent. A director of the corporation present at a Board of Directors meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a director who voted in favor of such action.

Section 7. Electronic Voting. The Board may decide specific issues by unanimous vote taken by electronic means, including, but not limited to, e-mail and FAX.

ARTICLE III. COMMITTEES OF BOARD OF DIRECTORS

Section 1. Executive Committee. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint an Executive Committee which shall consist of not less than three, nor more than five members, each of whom shall be an elected director holding a fixed term. The Executive Committee shall have and exercise such authority of the Board of Directors in the management of the corporation as may be specified in said resolution; provided, that no such committee shall have the authority of the Board of Directors to: (a) amend, alter, or repeal these Bylaws; (b) elect, appoint or remove any member of any such committee or any director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the

corporation or revoke proceedings therefore; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by a committee. The designation and appointment of any such committee and the delegation thereto shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon it or him/her by law.

Section 2. Standing or Temporary Committees. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more directors. At the time of creation of any such committee, the Board of Directors shall specify such committee's function, and designate whether such committee is to be a standing or temporary committee. Any and all such committees shall report to, and be answerable to the Board of Directors. Such committees shall have and exercise the authority of the directors in the management of the corporation, subject to such limitations as may be prescribed by the Board of Directors; except that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon it, him or her by law.

Section 3. Regular Meetings. By resolution, each committee may specify the date, time and place for the holding of regular meetings without other notice than such resolution. The committee shall, at its first meeting, choose one of its members to serve the committee as chair.

Section 4. Special Meetings. Special meetings of any committee designated and appointed by the Board may be called by the chairman of the committee. Notice of the time and place of such special meeting of a committee shall be given by the chairman of such committee, by mail, telegram, or by personal communication, over the telephone or otherwise, at least three days prior to the date on which the meeting is to be held. Neither the business to be transacted nor the purpose of any meeting of any committee need be specified in the notice or any waiver of notice of such meeting.

Section 5. Meetings by Telephone. Members of any committee designated by the Board may participate in a meeting of such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 6. Actions by Written Consent. Any corporate action required or permitted by the Articles of Incorporation, Bylaws, or laws of the State of Washington to be taken at a

meeting of the directors of the corporation may be taken without a meeting if a consent, in writing, setting forth the action so taken shall be signed by all the directors entitled to vote with respect to the subject matter thereof Such consent shall have the same force and effect as a unanimous vote and may be described as such.

Section 7. Waiver of Notice.

(a) In Writing. Whenever any notice is required to be given to any director under the provisions of these Bylaws, the Articles of Incorporation or applicable State of Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

(b) By Attendance. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 8. Electronic Voting A committee may decide specific issues by unanimous vote taken by electronic means, including, but not limited to, e-mail and FAX.

ARTICLE IV. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each director or officer now or hereafter serving the corporation and each person who, at the request of or on behalf of the corporation, is now serving or hereafter serves as a trustee, director, officer, or agent of any corporation, whether for profit or not for profit, and his/her respective heirs, executors, and personal representatives shall be indemnified by the corporation against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she is made a party by reason of being or having been such trustee, director, or officer, except in relation to matters as to which he/she shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duties; but such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under by Bylaw, agreements, vote of the Board of Directors, or otherwise.

ARTICLE V. OFFICERS

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

Directors may prescribe With the exception of the Secretary and the Treasurer, no officer shall serve more than two consecutive one-year terms

Section 2. The President. The President must be a director of the corporation. He/she shall exercise the usual executive powers pertaining to the Office of President and shall preside at meetings of the Board of Directors.

Section 3. The Vice President. In the absence or disability of the President, the Vice President shall act as President and shall succeed to the office of President at the end of the President's term. In the event that the Vice President is not available to serve, the Board may elect a President directly.

Section 4. The Secretary. It shall be the duty of the Secretary to keep records of the proceedings of the Board of Directors and, when requested by the President to do so, to sign and execute with the President all deeds, bonds, contracts, and other obligations or instruments in the name of the corporation.

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

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

Section 7. Compensation. Officers of the corporation shall serve without compensation, but may be reimbursed for expenses incurred in performing their duties.

Section 8. Removal. Any officer elected or appointed may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed; provided, that election of an officer shall not of itself create contract rights.

ARTICLE VI. AGENTS

The compensation, if any, of all agents of the corporation shall be fixed by the Board of Directors.

ARTICLE VII. ADMINISTRATIVE AND FINANCIAL PROVISION

Section 1. Fiscal Year. The fiscal year of the corporation shall be January 1 to December 31.

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

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

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

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

Section 6. Annual Report and Audit. An Annual Report and Financial Audit shall be required. The same shall be submitted to the Richland Public Library Board within 90 days after the close of the fiscal year.

Section 7. Rules of Procedure. The rules of procedure at meetings of the Board of Directors of the corporation shall be the rules contained in Robert's Rules of Order on Parliamentary Procedure, as amended, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation, or any resolution of the Board of Directors.

Section 8. Dues. Each member of the Board of Directors shall pay annual dues of \$1.00.

Section 9. Petty Cash. There shall be a petty cash account for minor expenses up to \$25 per transaction without need for Board approval.

Adopted by the Richland Public Library Foundation Board of Directors on December 9, 2009.

Secretary Date

President Date