AMENDED AND RESTATED BYLAWS

OF

FRIENDS AND FOUNDATION OF THE CAMAS LIBRARY

SECTION 1

NAME

The name of the corporation is Friends and Foundation of the Camas Library (FFCL), a Washington nonprofit corporation (the Corporation).

SECTION 2

PURPOSE STATEMENT AND POWERS

2.1 Purpose Statement . The Corporation is organized exclusively for charitable, educational, cultural, and literary purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code. In addition, the Corporation is organized for the purposes set forth below:

(a) To actively solicit donations and gifts from the community to fund the continued development and enhancement of quality library services provided by the Camas Public
Library;

(b) To create and manage a depository for bequests and financial gifts made on behalf of the Camas Public Library;

(c) To maintain an association of persons interested in the Camas Public Library; and

(d) To focus public attention on the Camas Public Library and stimulate use thereof.

2.2 Mission Statement . The Corporation's mission statement, suitable for publicizing wherever appropriate, is:

We coordinate gifts of time and resources from the community in order to support library services and to help maintain our library as an enduring force for the public good.

2.3 Powers . Subject to the foregoing purposes and restrictions set forth in the Corporation's articles of incorporation and these bylaws, the Corporation will have and may exercise all the rights and powers of a nonprofit corporation under the Washington Nonprofit Corporation Act.

SECTION 3

MEMBERS

3.1 No Members . The Corporation does not have members as defined by the Washington Nonprofit Corporation Act.

For fundraising or community-building purposes, the Board may create positions known as Friends of the Library, but those Friends will not be members of the Corporation and will have no voting rights.

SECTION 4

BOARD OF DIRECTORS

4.1 Powers . The Board of Directors (BOD) manages the business and affairs of the Corporation and exercises or directs the exercise of all corporate powers necessary to control the work and policies of the Corporation.

4.2 Number and Qualification . The BOD will consist of a minimum of three (3) and a maximum of thirteen (13) individuals (each a director). The Camas Public Library Director and one Camas Public Library Trustee will serve as ex officio directors of the BOD. Ex officio directors do not have voting rights, are not included in the count of directors, and do not count when determining a quorum at meetings.

Permanent employees of the Camas Public Library or other public libraries are not eligible to be directors but can serve on committees and otherwise participate in Corporation business and activities. If a serving director is hired in a permanent capacity by a public library, they must resign from the Board on or before their employment start date.

Directors are required to serve as part of at least one Committee, as defined in Sections 6 and Sections 7, per year. Directors are not required to donate or otherwise contribute financially to the Corporation.

When considering potential directors, or in any other circumstance, the Corporation does not discriminate on the basis of race, creed, color, ethnicity, national origin, religion, sex, sexual orientation, gender expression, age, height, weight, physical or mental ability, veteran status, military obligations, or marital status.

4.3 Election and Term of Office . Directors are elected by the then-current directors of the BOD at the annual meeting, held within 60 days of the end of the fiscal year. Current directors who reach the end of their term the month of that meeting must be re-elected by the then-current directors as well.

A director who is elected at a meeting of the BOD will take office immediately after they are elected.

A director's first term lasts one year. If re-elected, each director may serve three subsequent three-year terms, for a total of 10 years. Upon completion of a 10 year cycle, a director must take a one year absence from the board, after which they are eligible to apply to be a director again.

New directors may be elected at other times of the year if there are fewer than six directors in office. If the new director has served less than six months at the time of annual elections, they will go on to serve their first year without re-election. If they have served more than six months, their first term will be considered complete and they will be up for re-election to a three-year term.

4.4 Director Emeritus (Ex Officio Board Member). Directors who have served ten years and wish to remain active with the BOD may be given the designation of Director Emeritus, based solely upon the approval of the BOD. This is a non-voting position; however, a Director Emeritus may represent the BOD by chairing committees.

4.5 Removal . Any director may be removed by a two-thirds majority of the BOD, with or without cause.

4.6 Resignation . Any director may resign at any time by delivering notice of resignation by email or in writing to either the President or Secretary of the Corporation. A resignation is effective upon receipt unless it specifies a later date. Resignations may not designate an earlier date.

4.7 Compensation . Directors shall serve without compensation for their services.

4.8 Regular Meetings . The BOD will hold regular meetings, with the specific date, time, and place to be determined by the President.

4.9 Annual Meeting . The annual meeting date of the BOD, at which board and director elections will take place, will be held within 60 days of the end of the fiscal year.

4.10 Special Meetings . Special meetings of the BOD may be called by the President or by a majority of the directors of the BOD.

4.11 Notice of Meetings . Reasonable notice of regular or special meetings will be provided by any of the usual means of communication for the current BOD. Notices of any meeting of the BOD will be given at least 48 hours prior to the meeting.

4.12 Quorum: Majority Vote . A majority of the directors in office at the time of a meeting to the BOD will constitute a quorum for the transaction of business at any meeting of the BOD.

The act of a majority of the BOD present at a meeting at which a quorum is present will be the act of the BOD, unless a different number is required by law, the Corporation's articles of incorporation, or these bylaws.

A minority of the directors, in the absence of a quorum, may adjourn and reconvene from time to time but may not transact any business.

4.13 Action Without a Meeting . Any action required or permitted to be taken by the directors at a meeting may be taken without a meeting if a consent setting forth the action is signed in writing or affirmed over email by all the directors entitled to a vote on the matter.

4.14 Virtual or Asynchronous Meetings . Meetings may occur using secure platforms approved by the BOD, provided all participants have full opportunity to discuss official business and cast votes when applicable.

4.15 Electronic Voting by MembersVirtual Voting . Whenever proposals are to be adopted, or directors or officers are to be elected by the BOD, the votes may be taken via virtual meeting or asynchronous messaging (platform to be approved by the BOD).

When a vote is held via virtual meeting, the vote is taken by all directors who are present in real time at the meeting.

When a vote is held asynchronously, all current directors are considered present. A lack of response by the stated deadline shall be recorded as an abstention. All votes and abstentions shall be noted in the official record.

All virtual vote results shall be recorded and disseminated to the entire BOD by the secretary. If the secretary is unavailable, the president shall designate a temporary substitute.

SECTION 5

OFFICERS

5.1 Designation . The officers of the Corporation will be a President, a Vice President, a Secretary, and a Treasurer (as defined below).

Other offices may be established by the BOD and will have such powers and duties as set forth by the BOD.

Officers concurrently serve their director terms and as such, Sections 4.5 Removal and 4.6 Resignations are applicable.

5.2 Election and Term of Office . Officers of the BOD will serve a two year term and can be reelected to an additional two year term for a total of four years. An officer can only serve four consecutive years in one office. Officers elected during their first year as a director, must be re-elected to the board as well as the office in order to complete their first two year term as officer.

5.3 Vacancies . A vacancy in any office because of death, resignation, removal, or otherwise may be filled by the BOD for the unexpired portion of the term. In case of a vacancy in the office of the President, the Vice President shall become President and serve out the remainder of that term.

5.4 President . The BOD will elect a President of the BOD. The President will be the chief executive officer of the Corporation and will, subject to control by the BOD, have general supervision, direction, and control of the business and affairs of the Corporation. The President will preside over all meetings of the BOD, execute on behalf of the Corporation all contracts, agreements, and other instruments. The President will have the general powers and management usually vested in the office of President of a corporation and will have such other powers and duties as may be prescribed by the BOD.

5.5 Vice President . The BOD will elect a Vice President of the BOD. The Vice President shall perform the duties of the President in the event of the absence, refusal to act, or inability to act of the President. The Vice President will perform such other duties as may be prescribed by the BOD.

If the President leaves office before their term is complete, by resigning, removal, or other means, the sitting Vice President will become President for the remainder of that term and the Board shall elect a new Vice President.

5.8 Secretary . The Secretary of the Corporation will work to ensure that the minutes of all meetings of the BOD are kept up to date and available to the directors. The Secretary will ensure that notices of the meetings of the BOD are given in a timely manner as required by these bylaws. The Secretary will be responsible for authenticating resolutions and other records of the Corporation. The Secretary will perform such other duties as may be prescribed by the BOD.

5.9 Treasurer . The Treasurer of the Corporation will be the chief financial and accounting officer of the Corporation and will supervise and monitor the finances of the Corporation. The Treasurer will (a) ensure that correct and complete records of account accurately reflect the financial condition of the Corporation, (b) ensure that all funds of the Corporation are deposited in depositories that the BOD or the Executive Committee may designate, (c) ensure that any funds of the Corporation that are paid out follow the procedures authorized by the BOD, (d) present to the BOD and Executive Committee regular statements of the Corporation's financial position and cash flows, (e) ensure that the Corporation files all necessary tax returns and financial reports as required by law, and (f) ensure an accurate record of all gifts, grants, contributions, gross receipts, and the sources of all the foregoing funds.

SECTION 6

EXECUTIVE COMMITTEE

6.1 Qualification . The Executive Committee consists of the President, Vice President, Secretary, and Treasurer. The president of the BOD will serve as chair of the Executive Committee.

6.2 Authority . The Executive Committee of the Corporation will have and may exercise such powers and authority as may be conferred by the BOD, but in no event shall it have the power or authority to (a) amend, alter, or repeal these bylaws or the articles of incorporation; (b) elect, appoint, or remove any director; (c) approve dissolution or merger or any sale, pledge, or transfer of all or substantially all of the Corporation's assets; or (d) authorize any distribution of the assets of the Corporation. Between meetings of the BOD, the Executive Committee will, subject to such limitations as may be imposed by resolution of the BOD or applicable law, have and exercise all the power and authority of the BOD in the management of the Corporation.

6.3 Meetings . The Executive Committee will meet at such times and places as determined by the President.

SECTION 7

OTHER WORK GROUPS

7.1 Committees and Task Forces . The BOD may delegate authority to one or more work groups (standing committee, subcommittee, ad hoc committee, or task force) of the Corporation. The delegation of authority, however, will not operate to relieve BOD or any individual director of any responsibility imposed by law. Meetings and work may follow the same guidelines as Section 4, Official Business Conducted Virtually.

In compliance with the Washington Nonprofit Corporation Act, work groups created by the BOD that include non-board members are permitted and technically advisory in nature.

7.2 Standing Committees . Standing Committees shall be appointed by the President, with the approval of the BOD. Each Standing Committee must be chaired by a current director of the BOD, as appointed by the President. Eligibility of other participants is open to the public.

Standing Committees may exercise discretionary spending within parameters set by the BOD. Each Standing Committee chair is authorized to approve such expenditures in accordance with current financial policies and procedures established by the BOD. Standing Committees continue to exist until dissolved by vote from the BOD.

7.3 Subcommittees . In the case of a Standing Committee becoming too large or unwielding, it may be in the best interest of the Corporation to split the Standing Committee into several Subcommittees. In this instance, a BOD director is still required to be chair of the Standing Committee, with volunteers at the chair's discretion appointed to the Subcommittees.

Each Subcommittee reports to the Chair of its parent Standing Committee. Subcommittees may include members of the public and other volunteers, and, as such, operate in an advisory capacity only. Subcommittees may not authorize spending, enter

into agreements, or represent the Corporation without prior approval from their Committee Chair.

The Subcommittees continue to exist until dissolved by the chair, or until the parent Standing Committee is dissolved by the BOD.

7.4 Short-Term Work Groups . From time to time, the President may establish short-term work groups to accomplish specific assignments in support of the Corporation's goals. These work groups may include:

- **Ad Hoc Committees** , typically composed of directors and used for internal governance or planning.

- **Task Forces** , often composed of volunteers and focused on community-facing projects, fundraising efforts, or time-limited initiatives.

The President shall appoint a Chair for each work group and assign appropriate oversight by a member of the BOD. All work groups shall limit their activities to the assignment for which they were created and shall dissolve upon completion of their work unless otherwise extended by the BOD.

7.5 Quorum. Unless otherwise specified by the Board of Directors, a majority of the members of a work group shall constitute a quorum for the purpose of conducting business.

SECTION 8

INDEMNIFICATION OF DIRECTORS AND OFFICERS

8.1 Generally . The Corporation will, to the fullest extent permitted by law, indemnify any person who is or was a director of the Corporation against any and all liability incurred by the person in connection with any actual or threatened claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that the person is or was a director of the Corporation, if the person acted in good faith and in a manner that the person reasonably believed was in or not opposed to the best interest of the Corporation, and with respect to any criminal proceeding the person had no reasonable cause to believe the conduct was unlawful. Liability and expenses include reasonable attorney fees, judgments, fines, costs, and amounts actually paid in

settlement. The termination of any action, suit, or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, will not of itself create a presumption that the person reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal proceeding, had reasonable cause to believe that the conduct was not unlawful. The foregoing right of indemnification will be in addition to and not exclusive of any and all other rights to which any such director may be entitled under any statute, bylaw, agreement, or otherwise.

8.2 Actions by or in the Right of the Corporation . In connection with any proceeding brought by or in the right of the Corporation, the Corporation may not indemnify any person who is or was a director of the Corporation if the person has been adjudged by a court of law to be liable to the Corporation, unless the court in which the action or suit was brought determines upon application that, despite the adjudication of liability, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity.

8.3 Self-Interested Transactions . The Corporation may not indemnify any person who is or was a director of the Corporation in connection with any proceeding charging improper personal benefit to the person in which they been adjudged liable on the basis that personal benefit was improperly received by the person, unless the court in which the action or suit was brought determines upon application that, despite the adjudication of liability, on view of all other circumstances of the case, the person is fairly and reasonably entitled to indemnity.

8.4 Determination of the Propriety of Indemnification . The determination that indemnification is proper will be made by the majority vote of a quorum consisting of the directors who were not parties to the proceeding or, if such a quorum cannot be obtained, by the majority vote of a committee, duly designated by the BOD, consisting of at least two directors who were not parties to the proceeding. If there are not two directors who were not parties to the proceeding, the full BOD will select special legal counsel to determine whether indemnification is proper.

8.5 Evaluation of Expenses . An evaluation as to the reasonableness of expenses will be made by the majority vote of a quorum consisting of directors who were not

parties to the proceeding or, if such a quorum cannot be obtained, by the majority vote of a committee, duly designated by the BOD, consisting of at least two directors who were not parties to the proceeding. If there are not two directors who were not parties to the proceeding, the full BOD, including directors who were parties to the proceeding, will evaluate the reasonableness of expenses.

8.6 Advance of Expenses . Expenses incurred with respect to any claim, action, suit, or other proceeding of the character described in this section may be advanced by the Corporation prior to the final disposition of the proceeding if (a) the director provides written affirmation to the Corporation of the person's good faith belief that they satisfy the criteria for indemnification, and (b) the director gives the corporation a written undertaking to repay the advanced amount if it is ultimately determined that the director is not entitled to indemnification. The undertaking will be a general obligation of the director but need not be secured and may be accepted by the BOD without reference to the director's financial ability to make repayment.

8.7 Insurance . The BOD will have the power to purchase insurance on behalf of any person who is or was a director, officer, or employee of the Corporation against liability asserted against or incurred by the person arising out of his or her status as a director, officer, or employee of the Corporation, whether or not the Corporation would have the power to indemnify the person against liability under the provisions of this section. All City of Camas employees serving as director, officer, or employees shall be provided errors and omission insurance coverage in limits acceptable to the city.

SECTION 9

MISCELLANEOUS

10.1 Fiscal Year . The fiscal year of the Corporation will be January 1 to December 31. An annual financial review by a qualified professional will be completed and presented to the BOD.

10.2 Contracts, Debts, and Obligations . No contract, debt, or obligation will be binding on the Corporation unless contracted under the authority of the BOD or under authority delegated to an officer of the Corporation by the BOD.

10.3 Rules of Order . The BOD may determine to use the latest edition of *Robert's Rules of Order* for any procedure not provided for in these Bylaws.

10.4 Conflicts of Interest . As stated in the Friends & Foundation of the Camas Library Code of Ethics and Conduct, each Director must disclose any potential conflict and recuse themselves from decision-making where appropriate.

10.5 Comply with Laws . The BOD shall ensure that all FFCL operations comply with applicable local, state, and federal laws. All volunteers and directors are also subject to the policies outlined in the City of Camas Volunteer Services Handbook, as referenced in the FFCL Code of Ethics and Conduct, and otherwise comply with all City requirements related to such service including execution of any release form.

10.6 Grant Authority . The Library Director or their designee may apply for grants on behalf of the FFCL, subject to the controlling terms of any MOU or like document with the City of Camas. The FFCL Executive Committee may receive funds on behalf of the BOD.

SECTION 10

AMENDMENT

11.1 Amendment of Bylaws. The BOD may amend or repeal these Bylaws or adopt new Bylaws by the affirmative vote of a majority of the directors present at any meeting in which a quorum is present. The meeting notice for the meeting at which such vote occurs must state that a purpose of the meeting is to consider an amendment to the Bylaws and must contain a copy or summary of the proposed amendment.

The foregoing Bylaws were duly adopted by the affirmative vote of two-thirds (⅔) of eligible voters present at a special meeting of the BOD on January 18th, 2026.