

MEMO

To: FOUSL Members
From: Barb Trask, President
Date: January 31, 2015
Re: **Proposed new bylaws and amended articles of incorporation**

The Board of the Friends of the Upper Skagit Library recommends that the general membership adopt new bylaws and amended articles of incorporation during our annual meeting on Feb 18, 2015.

The proposed new bylaws and articles are attached to this memo for your review.

The reasons for revising our bylaws and articles are:

1. to change our name to the Upper Skagit Library Foundation in recognition of our expanding scope;
2. to expand our board of directors beyond its current four officers to help broaden the base of community support for the Library and the Foundation;
3. to bring our governing documents up to the current, higher standard of other library foundations and well-functioning nonprofits; and
4. to include language currently required by the IRS and/or the Washington Secretary of State.

The proposed new bylaws and articles were prepared after in-depth study of similar documents of over ten other nonprofits (including four library foundations in Washington), templates provided by Wayfind (an association of attorneys who provide advice to nonprofits), the Washington Handbook for Nonprofits, Washington state laws governing nonprofits, and IRS requirements. We co-opted required or helpful language, but strove to keep our rules minimally cumbersome or constraining.

On Jan 27, 2015, the current Board approved these new bylaws and amended articles and resolved to submit them to you, the general membership, for adoption at the Annual Members Meeting.

These new bylaws and amended articles have already been reviewed and fully endorsed by the group of twelve community members who have volunteered to serve on the Foundation's new Board of Directors.

If you have any questions, please contact me at traskb@me.com or 206 225 0718.

P.S. The current FOUSL bylaws and original articles of incorporation are attached for your reference.

**BYLAWS OF
UPPER SKAGIT LIBRARY FOUNDATION
A Nonprofit Corporation and Public Charity**

ARTICLE 1: NAME

The Corporation shall be known as Upper Skagit Library Foundation, hereinafter called the “Foundation”. The Foundation was incorporated in 2002 as a 501(c)(3) non-profit corporation called the Friends of the Upper Skagit Library. The Foundation may do business as the Friends of the Upper Skagit Library.

ARTICLE 2: PURPOSE AND ACTIVITIES

The Foundation is organized exclusively for charitable, educational, religious, literary or scientific purposes within the meaning of the Internal Revenue Code (“I.R.C.”) of 1986, Section 501(c)(3), as amended.

2.1 Purposes. The specific purposes of the Foundation are to promote and enhance the value of the Upper Skagit Library (hereinafter referred to as the “Library”) to the community through advocacy and financial support of programs, services, materials, and facilities, as provided in Article IV of the Articles of Incorporation. Notwithstanding anything herein to the contrary, all of the funds of the Foundation shall be devoted solely to carrying out the specific purposes of the Foundation as herein provided with the exception of those funds designated for operating expenses. It is not the intent of the Foundation to set Library District policy.

2.2 Activities. The activities of the Foundation include, but are not limited to the following:

- A. To maintain an association of persons with a common concern for their library’s expansion and participation in community life, based on a conviction that good library service is important to everyone.
- B. To solicit, receive, and manage individual and corporate gifts, memorials, donations and grants and to use the income therefrom and/or the principal thereof to support both short-term and long-term needs of the Library that expand or enhance the quality of library services provided to the community, including construction of a new library building.
- C. To create and manage a depository for bequests and financial gifts made on behalf of the Library.
- D. To collect and dispose of excess materials no longer needed at the Library and used, donated books in order to generate income through various fundraising mechanisms or to donate to schools, day-care facilities, senior centers, or other charities.
- E. To recognize and promote work and contributions of members of the community who volunteer and support the Library.
- F. To do all things incidental, necessary, convenient or expedient for the attainment of the specific purposes set forth herein and for the accomplishment of the duties and responsibilities imposed upon the Foundation by the laws of the State of Washington and by these Bylaws.

ARTICLE 3: OFFICES

The principal office of the Foundation shall be 45770 B Main Street in Concrete of Skagit County, which shall also be the registered office of the Foundation. The registered agent of the Foundation at such address shall be Barbara Trask, President of the Foundation.

ARTICLE 4: MEMBERSHIP

4.1 General Membership

4.1.1 Qualifications. All persons over the age of 18 who support the purposes of the Foundation may become and remain members upon approval of the Board of Directors and the payment of annual dues. The Board may expel a member from the Foundation for any action that is detrimental to the best interests of the Foundation; removal shall require an affirmative vote of two-thirds of the Board of Directors.

4.1.2 Dues. The annual membership dues will be set by the Board of Directors. The Foundation may have members who are designated by categories and annual contribution amounts to be determined by the Board of Directors. Membership will run for one year from the date dues are paid. Any contribution made in excess of the dues in effect at the time shall be treated as a donation to the Foundation.

4.1.3 Rights. All categories of members shall enjoy the same rights and privileges, including the right to one vote per membership on all matters brought before the members at Membership meetings and to serve on committees of the Foundation to which they are appointed. Each member entitled to vote at an election of Directors may cast one vote for as many persons as there are Directors to be elected.

4.2 Honorary Membership. Honorary Members may be elected by majority vote of the Board of Directors. The title of Honorary Member shall carry with it all the privileges of membership.

4.3 Annual Meeting. The Annual Meeting of the Foundation for the purpose of electing members of the Board of Directors and conducting other business that may properly come before the meeting shall be held in the first calendar quarter each year at a time and place to be determined by the Board of Directors.

4.4 Special Meetings. The President, the Board, or the Secretary upon written request of not less than 25% of the members entitled to vote at such a meeting, may call special meetings of the members for any purpose, setting the time and place.

4.5 Notice of Meetings. The President, the Secretary, or the Board shall cause to be delivered to each member entitled to notice of or to vote at the meeting, either personally, by mail, or by electronic transmission, not less than 10 days before the meeting, written notice stating the place, date and time of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called.

4.6 Waiver of Notice. Whenever any notice is required to be given to any member under the provisions of these Bylaws, the Articles of Incorporation or applicable 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.

4.7 Quorum. A quorum shall consist of those paid-up members present at the meeting.

4.8 Manner of Acting. The vote of a majority of the votes entitled to be cast by the members represented in person at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by applicable Washington law, the Articles of Incorporation, or these Bylaws.

ARTICLE 5: BOARD OF DIRECTORS

5.1 General Powers. The affairs and activities of the Foundation shall be managed by a Board of Directors. The Board is responsible for overall policy and direction of the Foundation and delegates responsibilities to the various Directors, Officers, committees, and general members.

5.2 Qualifications. Directors shall be members of the Foundation and supportive of the purposes and goals of the Foundation. Foundation members who are Library Trustees or are Library employees may not concurrently be voting members of the Board.

5.3 Number. The Board shall consist of from four (4) to twenty-one (21) elected Directors, with the specific number set by resolution of the Board. In addition, the Foundation shall have two (2) ex-officio members of the Board of Directors: the Upper Skagit Library Director and the Chair of the Upper Skagit Library Board of Trustees. Ex-officio directors will not have the right to vote in matters before the Board, but shall have the right to: participate in all meetings of the Board, or any standing or special committee; review and inspect the books and records of the Foundation; and receive advance notice of all meetings of the Board or any standing or special committee, as well as all minutes of the Foundation.

5.4 Election and Terms. Directors shall be elected by the membership at the Annual Meeting or a special meeting. Each Director shall serve until a successor is elected and qualified, or until he/she dies, resigns or is removed. All members of the Board of Directors shall be elected for a three-year term, unless a shorter term is stated in advance to maintain staggered terms, and shall assume their positions at the Annual Meeting at which they were elected.

5.5 Removal. Any Director or Officer of the Foundation may be removed by the affirmative vote of two-thirds of the remaining Board of Directors for any cause deemed sufficient by the board.

5.6 Vacancies. Vacancies may be filled by affirmative vote of a majority of the remaining Directors even though less than a quorum is present. A Director who fills a vacancy shall serve for the unexpired term of his/her predecessor in office. The Board of Directors shall also have the power to fill any Directorship to be filled by reason of an increase in the number of Directors by Board resolution. Any Director appointed by the Board by reason of an increase in the size of the Board shall stand for election for the remainder of the specified term for such position at the next annual membership meeting.

5.7 Meetings. By resolution, the Board may specify the date, time, and place for the holding of regular meetings without other notice than such resolution. Special meetings may be held whenever called by the President or by any two or more directors.

5.8 Annual Meeting. The annual meeting of the Board shall be held at the same place and date as the annual meeting of members and at such time as the Board of Directors shall determine.

5.9 Notice of meetings. Notice of the time and place of Board meetings shall be given to each Director by mail, email, or fax or by personal communication with the Director, by telephone or otherwise, not less than 3 days before meetings.

5.10 Waiver of Notice in Writing or by Attendance. 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.

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, or is in any other way not in compliance with the Foundation Bylaws or Articles of Incorporation.

5.11 Quorum. Fifty percent (50%) of the Board of Directors shall constitute a quorum for the transaction of business. 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 its powers.

5.12 Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation, or applicable Washington law.

5.13 Presumption of Assent. A Director present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to such action unless his or her dissent or abstention is entered the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment thereof or forwards such dissent or abstention by registered mail to the Secretary 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 an action during the course of the meeting.

5.14 Action by Board Without a Meeting. Any action which could be taken at a meeting of the Board may be taken without a meeting, upon notification to, and response from all Board members in writing and after unanimous approval of the Board members who are eligible to vote. Email or fax shall constitute written notification and/or response. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

5.15 Reimbursement of Expenses. Directors may be reimbursed for expenses actually incurred subject to approval by the Board of Directors.

5.16 Conflicts of Interest. Whenever a Director or officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the Foundation to do

so. The minutes of the meetings that any such transaction has occurred shall record such disclosure, abstention and rationale for approval.

ARTICLE 6: OFFICERS

6.1 Officers Listed. The officers of the Foundation shall be a President, a Vice President, a Secretary, and a Treasurer, and such additional officers as the Board of Directors may designate. Any two (2) or more offices may be held by the same person, except for offices of President and Secretary.

6.2 Election of Officers. Each officer shall be elected from the membership of the Board at the annual meeting of the Board of Directors or at any subsequent Board meeting. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next annual meeting of the Board or until his or her successor is duly elected and qualified. All officers are voting members of the Board of Directors.

6.3 Duties. In addition to the power and duties specified below, the officers shall have such powers and perform such duties as the Board of Directors may prescribe.

a. **President.** The president shall exercise the usual executive powers pertaining to the office of President and shall preside over meetings of the members, the Board of Directors, members, and the Executive Committee.

b. **Vice President.** The Vice President shall act as President in the absence or disability of the President.

c. **Secretary.** The Secretary shall keep minutes of the meetings of the members and the Board; send out meeting announcements; maintain membership lists; have care and charge of corporate records; and when requested by the President to do so, sign and execute with the president all deeds, bonds, contracts and other obligations or instruments in the name of the Foundation.

d. **Treasurer.** The Treasurer shall have the care and custody of all funds and investments of the Foundation and shall keep or cause to be kept regular books of account. He or she shall cause to be deposited all funds and other valuable effects of the Foundation, in such depositories as may be determined by the Board of Directors. The Treasurer shall disburse the funds of the Foundation in payment of the just demands against the Foundation or as may be ordered by the Board of Directors (taking proper vouchers for such disbursements). The Treasurer shall provide the Board of Directors, at times designated by the Board, an account of all transactions undertaken as Treasurer and of the financial condition of the Foundation.

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

6.5 Removal. Any officer may be removed by majority vote of the Board of Directors whenever in its judgment the best interests of the Foundation would be served thereby.

ARTICLE 7: COMMITTEES

7.1 All committees. To facilitate achieving the purposes of the Foundation, the Board and/or the President may appoint and assign work to standing committees. In addition, the President, with approval of the Board, may appoint such special committees as he or she deems necessary

to accomplish the purposes of the Foundation. The members of such standing and special committees may be Directors, Officers, general or honorary members, and/or volunteers from the community. The committee chairs will report to the board and/or submit written reports. The Board, by majority vote, may remove from office any member of any committee elected or appointed by it.

7.2 Standing Committees

A. Executive Committee. The Executive Committee shall consist of the Officers of the Foundation and one additional Director selected by the Board, plus the Library Director as a non-voting, ex-officio member. The Executive Committee shall act for the Board of Directors between meetings and shall exercise all powers of the Board except those which have been expressly reserved by resolution of the Board, these Bylaws or Washington State law (RCW 24.03.115). The Executive Committee shall report its decision and actions to the Board of Directors at the Board's next meeting and shall refer all matters of major importance to the Board of Directors.

Meetings of the Executive Committee will be called as needed by the President or one or more other officers. Notice of the date, time, and place of the meetings shall be provided by mail, email, or fax to committee members at least three (3) days in advance. A quorum consists of three (3) voting members of the Executive Committee. Action approval requires a minimum of three (3) affirmative votes. Any action which could be taken at a meeting of the Executive Committee may be taken without a meeting, upon notification to, and response from committee members in writing and after unanimous approval of the committee members who are eligible to vote. Email or fax shall constitute written notification and/or response. Any such written consent shall be inserted in the minute book as if it were the minutes of an Executive Committee meeting.

B. Nomination Committee. The Nomination Committee shall include one Director or Officer and one general member of the organization. It shall be responsible for presenting candidates for the Board of Directors to the membership at the annual meeting.

C. Book Sale & Outreach Committee. The Book Sale & Outreach Committee shall consist of two (2) or more members. It shall be responsible for collecting and disposing of used books and other donated or discarded items in order to raise funds for and community awareness about library services. Excess items may be donated to schools, day-care facilities, senior centers, or other charities.

7.3 Special committees. Special committees may include, but are not be limited to, a Capital Campaign Steering Committee. This steering committee, whose members may be directors, members, or other volunteers from the community, shall coordinate the capital campaign to raise funds for a new library building.

ARTICLE 8: ADMINISTRATIVE AND FINANCIAL PROVISIONS

8.1 Fiscal year. The fiscal year of the Foundation shall be January 1st to December 31st.

8.2 Electronic Transmission. By providing an e-mail address for the Foundation's membership roster, a member gives his or her consent to receive notices, waivers, consents and other communications related to Foundation affairs via email or other form of electronic transmission.

8.3 Place of meetings. All meetings of the Foundation shall be held at the principal office of the Foundation or at such other place within or without the State of Washington designated by the President, the Board, by members entitled to call a meeting of members, or by a waiver of notice signed by all members entitled to vote at the meeting.

8.4 Meetings by Telephone. Individuals eligible to participate in meetings of the Foundation may do so 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. This provision applies to participation in meetings of members, directors, officers, or any committee.

8.5 Books and Records. The Foundation shall keep current and complete books and records of accounts and minutes of the proceeding of its members, Board of Directors, and committees having any of the authority of the Board of Directors; and shall keep at the Upper Skagit Library copies of the Foundation's current Articles of Incorporation and Bylaws and a register of the names and addresses of its members entitled to vote. All books and records of the corporation may be inspected by any active member of more than three months's standing, or his agent or attorney for any proper purpose at any reasonable time.

8.6 Depositories. The funds of the Foundation shall be deposited in the name of the Foundation in such bank(s) or financial institution(s) as the Board of Directors may designate, and shall be drawn from such accounts only by check or other order for payment duly signed as determined by the Board of Directors.

8.7 Audit. The Board of Directors shall at each annual meeting determine if an audit of accounts is appropriate or desirable and if so appoint an auditor to audit the accounts of the Foundation and report to the Directors at the next scheduled Board of Directors meeting, or at such time and at such place as shall be determined by the Board. The remuneration of the auditor shall be fixed by the Board of Directors. Directors may determine that the assets of the Foundation are not sufficient to warrant a full audit and instead direct a lesser review of accounts and records.

8.8 Rules of procedure. The rules of procedure at meetings of the membership and the Board of Directors of the Foundation 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 with any resolution of the Board of Directors.

ARTICLE 9: PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

Directors, officers, and other persons connected with the Foundation shall receive no compensation for their service as Directors, officers or committee members, but may be reimbursed at the discretion of the Board of Directors for actual expenditures incurred while carrying out the purposes of the Foundation. No such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Foundation.

ARTICLE 10: DISSOLUTION

The Foundation may be dissolved and its affairs wound up voluntarily by the procedures in effect in the Washington State law relating to non-profit corporations. Thereupon the power of the Directors shall cease and the persons appointed shall proceed to wind up the Foundation,

realize upon its assets, pay its debts, and distribute the residue of the money in accordance with the Articles of Incorporation and such law.

ARTICLE 11: LIMITATION OF LIABILITY

To the maximum extent permitted by applicable law and effective immediately, no Director of the Foundation shall be personally liable to the corporation or its members for monetary damages for conduct as a Director, except for acts or omissions that involve intentional misconduct by a Director, a knowing violation of law by a Director, or for any transaction from which the Director will personally receive a benefit in money, property or services to which the Director is not legally entitled.

ARTICLE 12: AMENDMENT OF BYLAWS

These bylaws, or parts thereof, may be altered, amended, or repealed and new Bylaws may be adopted by the affirmative vote of the majority of the members at any annual or special meeting of the members, provided that notice of the proposed amendment(s) has been mailed, faxed, or transmitted electronically to all members at 10 days before the meeting.

The foregoing are the **Bylaws** of the **UPPER SKAGIT LIBRARY FOUNDATION**, adopted by majority vote of a quorum of members at the meeting of the members held on February 18th, 2015.

The undersigned Directors hereby approve these bylaws.

_____ Barbara J. Trask, President	41219 Elysian Ln., Concrete WA 98237
_____ Mary Pat Larsen, Vice President	48372 Yeager Rd, Concrete WA 98237
_____ Janice Raschko, Secretary	44987 Concrete Rd, Concrete WA 98237
_____ Kathy Pfeiffer, Treasurer	7879 S Superior Ave, Bldg 11, Concrete WA 98237

Witnessed by:

Brooke Pedersen, Upper Skagit Library Director

Adopted February 2002
Amended February 27, 2007

**ARTICLES OF AMENDMENT
[AMENDED ARTICLES OF INCORPORATION]
OF
UPPER SKAGIT LIBRARY FOUNDATION**

A Non-profit Corporation, established in 2002 as the Friends of the Upper Skagit Library

We, the members of the Friends of the Upper Skagit Library, also known as the Upper Skagit Library Foundation, by two-thirds affirmative vote of a quorum of members, hereby resolve and adopt on February 18, 2015, the following Amended Articles of Incorporation:

ARTICLE I: Name

The name of the Corporation shall be Upper Skagit Library Foundation. The Foundation was originally incorporated in 2002 as the Friends of the Upper Skagit Library and may do business as the Friends of the Upper Skagit Library from time to time.

ARTICLE II: Duration

The period of existence of this Corporation shall be perpetual.

ARTICLE III: Registered Office and Agent

The registered office of the Corporation shall be 45770 B Main Street in Concrete of Skagit County, which shall also be the registered office of the corporation. The name of the registered agent of the corporation at such address shall be Barbara Trask, President of the Upper Skagit Library Foundation.

ARTICLE IV: Purposes

The Corporation is organized exclusively for charitable, educational, religious, literary or scientific purposes within the meaning of the Internal Revenue Code ("I.R.C.") of 1986, Section 501(c)(3), as amended.

The purposes of the corporation are to promote and enhance the value of the Upper Skagit Library (hereinafter referred to as the "Library") to the community through advocacy and financial support of programs, services, materials, and facilities. The corporation will, among other actions, solicit, receive, and manage individual and corporate gifts, donations, and grants, subject to the restrictions and limitations hereinafter set forth, and use and apply the income therefrom and/or the principal thereof, for the benefit of said Library.

ARTICLE V: Powers

This Corporation shall have and possess all powers which may be lawfully exercised by a nonprofit corporation under the laws of the State of Washington, so long as the exercise of such powers is not inconsistent with the provisions of Article IV.

Without limiting the powers of the Corporation, its powers shall include the following:

- A. To maintain an association of persons with a common concern for their library's expansion and participation in community life, based on a conviction that good library service is important to everyone.
- B. To solicit, receive, and manage individual and corporate gifts, memorials, donations and grants and to use the income therefrom and/or the principal thereof to support both short-term and long-term needs of the Library that expand or enhance the quality of library services provided to the community, including construction of a new library building.
- C. To create and manage a depository for bequests and financial gifts made on behalf of the Library.
- D. To collect and dispose of excess materials no longer needed at the Library and donated used books in order to generate income through various fundraising mechanisms or to donate to schools, day-care facilities, senior centers, or other charities.
- E. To recognize and promote the work and contributions of members of the community who volunteer and support the Library.
- F. To do all things incidental, necessary, convenient or expedient for the attainment of the specific purposes set forth herein and for the accomplishment of the duties and responsibilities imposed upon the Foundation by the laws of the State of Washington and by these Bylaws.
- G. Notwithstanding anything herein to the contrary, all of the funds of the Foundation shall be devoted solely to carrying out the specific purposes of the Foundation as herein provided with the exception of those funds designated for operating expenses. It is not the intent of the Foundation to set Library District policy.

In general, and subject to such limitations and conditions as are or may be prescribed by law, or in the Corporation's Articles of Incorporation or Bylaws, the Corporation shall have all powers which now and hereafter are conferred by law upon a corporation organized for the purposes set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the corporation's purposes.

ARTICLE VI: Limitations

All of the purposes and powers of the Corporation shall be exercised exclusively for charitable, scientific, and educational purposes in such manner that the Corporation shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or any successor provision, and that contributions to the Corporation shall be deductible under Section 170(c)(2) of the Code or any successor provision.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including, without limitation, the publishing, lobbying or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under I.R.C. § 501(c)(3), as amended; or (b) a corporation, contributions to which are deductible under I.R.C. § 170(c)(2), as amended.

ARTICLE VII: Directors

The business of the corporation shall be managed by a Board of Directors. The powers and duties, number, qualifications, terms of office, manner of election, time and criteria for removal of directors shall be as set forth in the Bylaws of the Corporation and may be amended in the manner provided therein.

The following individuals will act as the Board Directors of this corporation until their successors are elected and qualified:

<u>Name:</u>	<u>Address:</u>
Barbara Trask, President	41219 Elysian Ln, Concrete WA 98237
Mary Pat Larsen, Vice President	48372 Yaeger Rd, Concrete WA 98237
Janice Raschko, Secretary	44987 Concrete Rd, Concrete WA 98237
Kathy Pfeiffer, Treasurer	7879 S Superior Ave, Bldg 11, Concrete WA 98237

Article VIII: Bylaws

The Bylaws of the Foundation shall regulate the internal affairs of the Foundation. Bylaws of the Corporation may be amended, repealed, and/or adopted by affirmative vote of majority of Members present at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles.

ARTICLE IX: Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation to the Upper Skagit Library District, so long as said Library District continues to qualify as an organization to which tax-deductible gifts and contributions may be made under Section 170(c)(1) of the U.S. Internal Revenue Code as now or hereafter amended exclusively for the purposes of the corporation in such manner, or, if said Library District no longer exists or no longer qualifies for such tax-deductible gifts or contributions, then to such organization or organizations organized and operated exclusively for charitable, educational, cultural, religious, literary or scientific purposes as shall at the time qualify as an exempt organization or organizations under I.R.C. § 501(c)(3), as amended, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of Skagit County, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X: Limitation of Liability

To the maximum extent permitted by applicable law and effective immediately, no Director of the corporation shall be personally liable to the corporation or its members for monetary damages for conduct as a Director, except for acts or omissions that involve intentional misconduct by a Director, a knowing violation of law by a Director, or for any transaction from which the Director will

personally receive a benefit in money, property or services to which the Director is not legally entitled. If the Washington Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Washington Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

ARTICLE XI: Incorporators

One Incorporator, a then director of the corporation then named the Friends of the Upper Skagit Library, signed the original Articles on March 28, 2002. By signing below in lieu of the original incorporators, each current director whose name and address is listed in Article VII above, reaffirms the original incorporation, and acknowledges this current document as its modified and restated successor.

The foregoing are the Articles of Incorporation of the UPPER SKAGIT LIBRARY FOUNDATION, as amended and adopted by affirmative vote of two-thirds of a quorum of members eligible to vote and present at the meeting of the members held on February 18, 2015.

IN WITNESS WHEREOF, I have hereunto set my hand this 18th day of February, 2015.

Barbara Trask, President

Mary Pat Larsen, Vice President

Janice Raschko, Secretary

Kathy Pfeiffer, Treasurer