RESTATED ARTICLES OF INCORPORATION
OF
THE FRIENDS OF THE SEATTLE PUBLIC LIBRARY

Acting pursuant to the provisions of Chapter 24.03 of the Revised Code of Washington, THE FRIENDS OF THE SEATTLE PUBLIC LIBRARY, a Washington non-profit corporation, has adopted the following Restated Articles of Incorporation:

ARTICLE I   NAME AND DURATION
The name of this corporation shall be THE FRIENDS OF THE SEATTLE PUBLIC LIBRARY, and its existence shall be perpetual.

ARTICLE II   APPLICABLE LAW
This corporation shall be governed by the Washington Nonprofit Corporation Act, RCW 24.03 and any successors thereto. References herein to specific provisions of the Act shall include any successor Provisions.

ARTICLE III   MEMBERS
This corporation shall have members as described in its by-laws. It shall not have or issue stock of any kind.

ARTICLE IV   PURPOSES
This corporation is organized exclusively for educational, charitable and scientific purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code (or corresponding provisions of any successor law) including but not limited to the following purposes:
(a) To support and assist The Seattle Public Library ("The Library") by providing resources and services which are beyond the command of its ordinary budget in order to
   • help expand The Library’s facilities,
   • increase the services of The Library including all of its branches, and thus
   • enrich the educational and diverse cultural opportunities available in Seattle and help promote equity and reduce disparities within the community;
(b) To assist The Library as needed in the deaccession of surplus materials by selling or otherwise disposing of materials discarded by and/or donated to The Library
(c) To operate gift shop(s) for the benefit of users and guests of The Library
(d) To sponsor fundraising projects;
(e) To encourage the association of persons interested in books and literature;
(f) To sponsor educational projects such as author readings, exhibits and children's programs;
(g) To assist The Library in providing resources, recognizing the diverse needs of the community;
(h) To provide other services benefiting The Library, including supporting the provision of public
resources, to the extent permitted by applicable law;
(i) To support The Library's mission and vision;
G) To educate the public about The Library, its mission, vision and resources;
(k) To advocate for The Library as an essential institution of society.

ARTICLE V POWERS

This corporation shall have all of the powers, not contrary to law or to its exempt purposes, incident or
useful or necessary to carry out its purposes, including those enumerated in RCW 24.03.035.

ARTICLE VII MANAGEMENT

The affairs of this corporation shall be managed by a board of trustees ("the Board") consisting of the
President, Vice-President, Secretary and Treasurer ("the Officers") and trustees elected by the members. A
trustee shall be a "director" under the Washington Nonprofit Corporation Act. The Officers and trustees
shall be nominated by the Board and elected and confirmed by the members at the annual meeting of
members ("the Annual Meeting"). The number of trustees and their terms of office shall be determined in
accordance with the by-laws at the Annual Meeting which shall be held on a date during the month of
October or the first two weeks of November fixed by the Board. Notice to members of the Annual Meeting
shall comply with RCW 24.03.080. The Board shall determine the necessary quorum of members for the
Annual Meeting, which may include members attending by proxy if authorized in the by-laws. Other
meetings of the members and trustees shall be held at such times as may be provided in the by-laws.

ARTICLE VIII BY-LAWS

The internal affairs of this corporation shall be regulated in accordance with by-laws adopted and as
amended from time to time by the Board.

ARTICLE IX LIMITATION OF LIABILITY

Volunteers. To avail its volunteers of the limitation of liability of RCW 4.24.670, the corporation shall
carry public liability insurance as prescribed therein. Such insurance shall also cover persons compensated by the corporation.

**Trustees and Officers.** To the extent permitted by RCW 23B.08.320, trustees and officers of the corporation shall not be liable to the corporation or its members for monetary damages for their conduct as an officer or trustee.

**Changes** If the Washington Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of agents, officers or directors, the liability of an agent, officer or trustee shall be eliminated or limited to the same extent. Any repeal or modification of this Article shall not adversely affect any right or protection existing at the time of such change with respect to an act or omission occurring prior to such change.

**ARTICLE X INDEMNIFICATION**

**Employees, Agents, Officers and Trustees** Any person who was or is threatened to be made a party to, or is otherwise involved (including as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was an employee, agent, trustee or officer shall be indemnified and held harmless by the corporation to the full extent permitted by applicable law against all expense, liability and loss (including attorney's fees, judgments, fines, taxes or penalties and amounts to be paid in settlement), actually and reasonably incurred or suffered by such person in connection therewith. This right shall include the right to be paid expenses incurred in defending any such proceeding in advance of its final disposition; provided however that such advance payment shall be made only upon an undertaking by or on behalf of such person to repay all amounts so advanced if it shall ultimately be determined that such person is not entitled to be indemnified.

**Insurance** The corporation may maintain insurance to protect itself and any, trustee, officer, employee or agent against any expense, liability or loss, whether or not the corporation would have power to indemnify under RCW 24.03.043 or RCW 238.08.510 or any successor provisions.

**ARTICLE XI DISSOLUTION OR FINAL LIQUIDATION**

Upon dissolution or final liquidation, the assets of this corporation shall, after paying or making provision for the payment of all liabilities, be distributed to The Library. If The Library shall cease to exist or cease to be a governmental unit or charitable, educational or scientific organization within the meaning of the
Internal Revenue Code, such assets shall be disposed of in such manner to such organizations as shall qualify as exempt organizations thereunder, if necessary to be determined by the Superior Court of King County.

**ARTICLE XII AMENDMENT**

Amendments to these Articles shall be adopted by a vote of the members at a duly constituted meeting called for the purpose.

**ARTICLE XIII REGISTERED OFFICE AND AGENT**

The registered office of this corporation is The Seattle Public Library, 1000 Fourth Avenue, Seattle, WA 98104. The registered agent is the Treasurer of the corporation.

**CERTIFICATION**

These Restated Articles of Incorporation were duly adopted by the members of the corporation at a meeting held on the 24th day of October 2020 and supersede the original Articles of Incorporation and all amendments thereto.

Executed under penalty of perjury under the laws of Washington this 26 day of October 2020.

**THE FRIENDS OF THE SEATTLE PUBLIC LIBRARY**

By ________________________________

Treasurer