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THE CONSTITUTION AND ARTICLES OF INCORPORATION
OF
FRIENDS OF THE KAMIAH COMMUNITY LIBRARY INCORPORATED

The undersigned, acting as the incorporator of a nonprofit corporation organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 9, Article 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").

Article I Name

The name of the Corporation is Friends of the Kamiah Community Library Incorporated.

Article II Nonprofit Status

The Corporation is a nonprofit corporation.

Article III Period of Duration

The period of duration of the Corporation is perpetual.

Article IV Registered Office and Agent

The location of the Corporation is in the City of Kamiah, County of Lewis, and in the State of Idaho. The address of the initial register office is 507 Main Street, Kamiah, Idaho and the name of the initial registered agent at this address is Rick Kusicko.

Article V Purpose

The purposes for which the Corporation is organized and will be operated are as follows

- A. To provide for the financial needs of the Kamiah Community Library which are not met by tax support; to increase the public awareness and use of library services; and to aid the library staff in the development and implementation of quality library services and programming.
- B. Charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time including, for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3)
- C. To exercise all powers granted by the law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed

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to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act or any amendment thereto or substitute therefore may not at that time lawfully carry on or do.

Article VI Limitations

No part of the net earnings or the assets 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 V hereof.

Article VII

The Corporation shall have members who shall have such rights as are provided in the Act that are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Any person may become a member of the Corporation upon payment of the annual dues fixed by the Board of Directors.

Article VIII Board of Directors

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board shall be fixed in accordance with the Corporation's Bylaws. Each Director of the Corporation shall, at all times, be a member of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in the Articles, the Directors shall be elected by the members of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

Rick Kusicko, 291 Tamarack, Kamiah, Idaho 83536

Barbara Simmons, 710 Idaho St., Kamiah, Idaho 83536

Mary Behnke, Apple Lane, Kamiah, Idaho 83536

Helen Wilkins, 604 8th St., Kamiah, Idaho 83536

Anne Gilbert, 306 6th St., Kamiah, Idaho 83536

Lolita Brown, 710 Maple St., Kamiah, Idaho 83536

Article IX Membership Dues

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes or membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

Article X Distribution on Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation. In doing so, the Board of Directors shall distribute such assets among so many of the following nonprofit organizations as shall at that time qualify as exempt organizations under Section 510(c)(3) of the Internal Revenue code of 1986, as amended from time to time in such manner as the Board of Directors shall determine

1) Nez Perce/Lewis Counties Library District, and 2) the City of Kamiah.

Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

Article XI Incorporator

The name and street address of the incorporator is Rick Kusicko, 291 Tamarack, Kamiah, Idaho 83536.

Article XII ByLaws

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

Dated this 10th day of March 1998.

Rick Kusicko, Director Rick Kusicko
STATE OF IDAHO)

) ss

County of Lewis)

On this 10th day of March, 1998, before me, the undersigned, a Notary Public in and for the said State, personally appeared, Rick Kusicko, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Shirley J. Glaze

Notary Public for State of Idaho

Residing in Kamiah therein.

My commission expires 8-6-03

BYLAWS OF THE FRIENDS OF THE KAMIAH COMMUNITY LIBRARY INCORPORATED

ARTICLE I OFFICES

Section 1, Principal Office. The principal office of the Friends of the Kamiah Community Library Incorporated, an Idaho corporation ("Corporation"), shall be located at 507 Main, Kamiah, Idaho. The Corporation may have such other offices as the Board of Directors may designate or as the business of the Corporation may require from time to time.

Section 2, Registered Office. The registered office of the Corporation required by the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), to be maintained in the State of Idaho shall be located at 507 Main Street, Kamiah, Idaho, and may be changed from time to time by the Board of Directors.

ARTICLE II MEMBERS

Section 1. Admisstion to Membership. Any person shall be admitted as a member of the Corporation upon payment of the annual dues set by the Board of Directors for the fiscal year in which such person applies for membership. Each person's membership shall expire on May 31.

Section 2, Annual Meeting. The annual meeting of the members shall be held on such date and at such time as the Board of Directors shall fix each year for the purpose of transacting such business as may come before the meeting.

Section 3. Special Meetings. The President of the Board of Directors may call special meetings of the members for any purpose or purposes. The President shall call a special meeting of the members upon receipt of a written request of a member or members.

Section 4. Place of Meeting. Meetings of the members shall be held at the principal office of the Corporation; provided, however, that the President or the Board of Directors may designate any other place as the location for any regular, annual or special meeting.

Section 5. Notice of meetings. It shall not be necessary for notice of annual meetings to be given to each member entitled to vote at such meetings. The Secretary, the President or

members of the Board of Directors shall endeavor to give notice to as many members as reasonably practicable by personal contact, telephone, bulletin, handbill or newspaper.

Section 6. Officers of the Members' Meetings. The presiding officer at members' meetings shall be the president of the Corporation, or, in the absence of the President, the Vice President or, in the absence of both the President and Vice President, a chairman may be appointed by the President or by election of the members present at the meeting.

Section 7. Quorum and Voting Requirements. Ten members of the Corporation will constitute a quorum for voting purposes. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting shall be the act of the members.

ARTICLE III BOARD OF DIRECTORS

Section 1. General Powers and Standard of Care. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors except as may be otherwise provided in the Act or the Articles.

Section 2. Number, Election and Qualification of Directors. The Board of Directors of the Corporation shall consist of six members who shall each serve for a term of three (3) years. The names and addresses of the members of the first Board of Directors have been stated in the Articles. Such persons shall hold office until the first annual meeting of members and until their successors shall have been elected. At the first annual meeting of members two directors shall be elected for one year and two directors shall be elected for two years and two directors for three years. Two members of the Board of Directors shall be elected at each annual meeting.

Section 3. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors.

Section 4. Removal of Directors. At a meeting of the Board of Directors called expressly for that purpose, any director may be removed for cause by a vote of a majority of the Directors then in office.

Section 5. Committees. The Board of Directors may designate one or more committees. Each such committee shall consist of one or more Directors and at least two members at large. Nothing in these bylaws shall be deemed to prohibit the Board of Directors from establishing committees, some or all of whose members may be non-directors, provided that such committees shall not have and may not exercise any of the powers of the Board of Directors.

Section 6. Directors' and Committee Meetings. Regular or special meetings of the Board of Directors or any committee designated thereby may be called by or at the request of the President, any Director or the chairman of a committee.

Section 7. Quorum and Voting Requirements. A majority of the number of Directors fixed by Section 3 of this Article III of these Bylaws shall constitute a quorum for the transaction of business at meetings of the Board of Directors. 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 of Directors. A majority of the number of committee members fixed and appointed by the Board of Directors or the President, as the case may be, shall constitute a quorum for the transaction of business at a meeting of such committee. The act of the majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

Section 8. Action without a Meeting. Any action required by the Act to be taken at a meeting of the Board of Directors of the Corporation, or any action that may be taken at a meeting of the Directors or of a committee, may be taken without a meeting if consent is given by all directors or all committee members.

Section 9. Compensation. No Director or committee member shall receive a salary or other compensation.

Section 10. This section prohibits contracts or other monetary transactions between the Corporation and one or more of its Directors or any other corporation, firm, association or entity in which a Director of the Corporation is financially interested.

Section 11. Liability of Directors for Wrongful Distribution. A Director shall not be liable under this section if, in the exercise of ordinary care, such Director relied and acted in

good faith upon written financial statements of the Corporation represented to such Director to be correct by the President or by the officer of the Corporation having charge of its books of account, or certified by an independent licensed or certified public accountant or firm of such accountants to reflect fairly the financial condition of the Corporation, nor shall such Director be so liable if, in the exercise of ordinary care and good faith, in determining the amount available for such distribution, such Director considered the assets to be equal to their book value

Section 12. Annual Dues. At each regular annual meeting or at such other meeting as may be designated by the Board of Directors, the Board of Directors shall designate classes of membership, if there be more than one, and set the annual dues, if any, to be paid by each class of membership for the ensuing calendar year.

ARTICLE IV OFFICERS

Section 1. Number. The officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer, each of whom shall be elected by the Board of Directors

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually at the first meeting of the Board of Directors held after the annual meeting of the members.

Section 3. Removal. Any officer or agent may be removed by the Board of Directors whenever in its judgement the best interests of the Corporation will be served.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation.

Section 6. Vice President. In the absence of the President or in the event of the President's death, inability, or refusal to act, the Vice President shall perform the duties of the President.

Section 7. Secretary. The Secretary shall attend all meetings of members and the Board of Directors and shall prepare and maintain proper minutes of those meetings. The Secretary shall be the custodian of the official seal of the Corporation. The Secretary shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President of the Board of Directors.

Section 8. Treasurer. The Treasurer shall be the principal financial officer of the Corporation and shall have charge and custody of and be responsible for all funds of the Corporation. The Treasurer shall submit to the Board of Directors and the President, when required statements of the financial affairs of the Corporation.

Section 9. Advisor. The Librarian of the Kamiah Community Library shall be appointed by the President of the Board of Directors to serve as Advisor to the Corporation. The Advisor shall keep the Board of Directors informed of current library issues and needs

Section 10. Salaries. The officers of the Corporation will not receive a salary

ARTICLE V MISCELLANEOUS

Section 1. Indemnification. The Corporation shall indemnify any Director, officer, or former Director or officer of the Corporation against expenses actually and reasonably incurred in connection with the defense of any action, suit or proceeding, civil or criminal, in which such person is made a party by reason of being or having been a Director or officer, except in relation to matters as to which such person is adjudged to be liable for willful misconduct in the performance of such person's duties to the Corporation.

Section 2. Books and Records. The Corporation shall keep: (a) correct and complete books and records of account; (b) minutes of the proceedings of its members and Board of Directors; and (c) a record of the names and addresses of all members. Any books, records, and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time. All books and records of the Corporation may be inspected by any member and available to the Board of Directors for any proper purpose at any reasonable time.

Section 3. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

Section 4. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, note or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation as provided in these Bylaws or in such manner as shall from time to time be determined by the Board of Directors.

Section 5. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such financial institution as the Board of Directors may select.

Section 6. Annual Financial Statements. The Board of Directors shall cause a balance sheet as of the closing date of the last fiscal year, together with a statement of income and expenditures for the year ending on the date, to be prepared and presented to members at the regular annual meeting of the members.