AMENDED AND RESTATED

BYLAWS OF

FRIENDS OF THE LIBRARY OF LOS ALTOS AND COMMUNITY, INC.

ARTICLE I
CORPORATE NAME AND PURPOSE

Section 1. Name

The name of this corporation is FRIENDS OF THE LIBRARY OF LOS ALTOS AND COMMUNITY, INC. (Corporation).

Section 2. Purposes

The purposes of the Corporation are to receive contributions and to make donations and provide services in aid and support of public libraries, primarily the Los Altos, California branch libraries and the local community.

Section 3. Prohibited Activities

The Corporation shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article I Section 2. The Corporation may not carry on any activity for the profit of its Officers, Directors or other private persons or distribute any gains, profits or dividends to its Officers, Directors or other persons. Furthermore, nothing in Article I Section 2 shall be construed as allowing the Corporation to engage in any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of such Code.

ARTICLE II
PRINCIPAL OFFICE

Section 1. Principal Office

The principal office of the Corporation is hereby fixed and located at 13 S. San Antonio Road, Los Altos, California. The Board of Directors is hereby granted full power and authority to change said principal office from one location to another in the County of Santa Clara. Any such change shall be noted by the Secretary opposite this section, but shall not be considered to be an amendment of these Bylaws.

ARTICLE III
MEMBERS

Section 1. Eligibility for Membership

All persons, households, non-profit organizations or governmental entities sharing an interest in aiding the Los Altos branch libraries shall be eligible for membership in the Corporation. For purposes of this Section, the term household shall mean adults and minor children living at the same residence and having the same mailing address.

Section 2. Qualification and Admission of Members

A prospective member shall qualify and be admitted to membership upon payment of the annual dues prescribed by these Bylaws.

Section 3. Termination of Membership

A membership shall terminate in any of the following circumstances:

a. Death of an individual Member.

b. Permanent cessation of the usual activities of an organizational or governmental member.

c. Non-payment of dues.

d. Expulsion by the Board of Directors for conduct which the Board of Directors shall deem inimical to the best interests of the Corporation.

e. Resignation of a Member.

Section 4. Dues

The annual dues shall be determined by the Board of Directors. Dues shall be payable for the calendar year beginning January 1 and ending December 31.

Section 5. Meetings of Members

One Annual Meeting of the Members shall be held each year, typically in the month of June.

Special Meetings of the Members may be called and held as may be ordered by a majority of the Directors or by Members holding not less than one-tenth of the voting power of the Members.

A good faith effort shall be made to provide notice of the time and place of Annual, General or Special Meetings to each Member not less than five days before such meeting by transmitting a copy of the notice to the e-mail address of such member as it appears on the membership register of the Corporation.

Notice of a membership meeting that has been transmitted to a Member at an e-mail address as it appears on the membership register of the Corporation shall be deemed adequate notice to such membership meeting. Only one notice need be sent per household in the case of household memberships.

Notice of a meeting at which Officers or Directors are to be elected shall include the slate of nominated Officers and Directors.

Section 6. Voting

Votes may be cast in person or by proxy. All Members shall have equal voting rights and other rights. Household memberships present at a meeting in person or by proxy, shall have one vote.

Section 7. Quorum of Membership

The presence in person or by proxy of a majority of the Directors or ten Members including at least two Directors shall constitute a quorum for the transaction of business at any duly noticed meeting of Members.

ARTICLE IV
DIRECTORS - MANAGEMENT

Section 1. Powers

Subject to the limitation of the Articles of Incorporation, of the Bylaws and of the laws of the State of California, all corporate powers shall be exercised by or under authority of a Board of Directors, which shall control the business and affairs of this Corporation.

Section 2. Number and Qualification

The authorized number of Directors shall be nine persons, and shall include the Officers listed in Article V, Sections 6-9 of these Bylaws. All such Directors must be Members of the Corporation.

A representative of the Los Altos Library Commission, the Los Altos Community Librarian and all committee chairs who are not Directors shall be ex-officio members of the Board of Directors. The Board of Directors may, by resolution, add other ex-officio Directors to the Board of Directors. An ex-officio Director shall not be entitled to vote, nor shall the presence or absence of such ex-officio member be counted for purposes of determining whether there is a quorum.

Section 3. Election and Tenure of Office

The Directors shall be elected at the Annual Meeting to serve for one year or, if successors have not yet been elected at the end of the one year term, until their successors are elected. Their term of office shall begin on July 1 of the year in which they are elected.

Any Director may be removed from office, either with or without cause, by a majority of the Members at any meeting of the Members provided that notice of the proposal to remove the Director is sent to all Members with the notice of the meeting.

Any Director, unless that Director is the sole remaining Director, may resign at any time by giving written notice to the Board of Directors or to the President or the Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. If such a Director is also an Officer of the corporation, such resignation shall be deemed to be a resignation as an Officer as well.

Section 4. Vacancies

Vacancies in the Board of Directors may be filled by a vote of a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director, and each Director so elected shall hold office until a successor is elected at an Annual Meeting or at a Special Meeting called for that purpose.

If the Board of Directors accepts the resignation of a Director tendered to take effect at a future time, the Board of Directors shall have the power to elect a successor to take office when the resignation shall become effective.

No reduction of the number of Directors shall have the effect of removing any Director prior to the expiration of such Director's term of office.

Section 5. Fees and Compensation of Directors

The Corporation shall not pay any compensation to Directors for services rendered to the Corporation as Directors, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by the Board of Directors.

Section 6. Non-Liability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 7. Meetings of Board of Directors

Meetings of the Board of Directors shall be called at least quarterly and at such other times at the request of the President or any three other Directors. Notice of the time and place of any meeting of the Board of Directors shall be given to each Director and ex-officio member of the Board of Directors not less than five days before such meeting, by transmitting a copy of such notice to the e-mail address of such Director or ex-officio member as it appears on the membership register of the Corporation.

Section 8. Waiver of Notice

When all Directors are present at any Directors' meeting, however called or noticed including by email or other telecommunication means, or if a majority of the Directors are present, and if those not present sign in writing a waiver of the notice of such meeting, which said waiver shall be filed with the Secretary of the Corporation, the transactions thereof are as valid as if performed at a meeting regularly called and noticed.

Section 9. Directors Acting Without a Meeting

Any action required or permitted to be taken by the Board of Directors, may be taken without a meeting, and with the same force and effect as a unanimous vote of Directors, if all members of the Board of Directors shall individually or collectively consent to such action in writing or by telecommunication means.

Section 10. Notice of Adjournment

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 11. Quorum of the Board of Directors

A majority of the number of Directors as fixed by the Articles of Incorporation or Bylaws shall be necessary to constitute a quorum for the transaction of business, and the action of a majority of the Directors present at any meeting at which there is a quorum, when duly assembled, is valid as a corporate act provided that a minority of the Directors, in the absence of a quorum, may adjourn the meeting to a later date, but may not transact any business.

Section 12. Emergency Bylaws

Notwithstanding anything to the contrary herein, this section applies solely during an emergency, which is the limited period of time during which a quorum cannot be readily convened for action as a result of natural catastrophe, act of terrorism or other man-made disaster or state of emergency proclaimed by the governor of California or by the President of the United States, until the event or circumstance has subsided or ended and a quorum can be readily convened in accordance with the notice and quorum requirements in these Bylaws.

In anticipation of or during an emergency, as necessary to conduct the Corporation's ordinary business operations and affairs the Board of Directors may modify lines of succession to accommodate the incapacity of any Director or Officer resulting from the emergency and/or relocate the principal office or authorize the Officers to do so. During an emergency, as necessary to achieve a quorum to conduct the Corporation's ordinary business operations and affairs, the Board of Directors may give notice to Director(s) in any practicable manner under the circumstances when notice of a meeting of the Board of Directors cannot be given to such Director in the manner prescribed by these Bylaws. During an emergency, the Board of Directors may not take any action that is not in the Corporation's ordinary course of business. However, any actions taken in good faith during an emergency under this section bind the Corporation and may not be used to impose liability on a Director or Officer. All provisions of the regular bylaws consistent with these emergency bylaws shall remain effective during the emergency.

ARTICLE V
OFFICERS

Section 1. Officers

The Officers of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer with the duties described in these Bylaws and in the Standing Rules and Procedures for the Corporation.

Section 2. Election

The Officers of the Corporation, except such Officers as may be appointed in accordance with provisions of Section 4 of this article, shall be elected by the Members at the Annual Meeting, to serve for one year and until their successors are elected and qualified or until they shall resign or shall be removed or otherwise disqualified to serve.

Section 3. Removal and Resignation

Any Officer may be removed, either with or without cause, by a majority of the Directors at the time in office, at any meeting of the Board of Directors.

Any Officer may resign at any time by giving written notice to the Board of Directors or to the President, or to the Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Vacancies

Except as otherwise provided in these Bylaws, a vacancy in any office shall be filled by a vote of the majority of the Board of Directors.

Section 5. No Compensation of Officers

The Corporation shall not pay any compensation to Officers for services rendered to the Corporation as Officers, except that Officers may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by the Board of Directors.

Section 6. President

The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and Officers of the Corporation. The President shall preside at all meetings of the Board of Directors. The President shall be an ex-officio member of all standing committees, including the executive committee, if any, and shall have the general powers and duties of management usually vested in the office of a President of a non-profit corporation and shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws. Committee chairs shall be appointed by the President or Board of Directors.

Section 7. Vice-President

In the absence or disability of the President, the Vice-President shall perform all the duties of the President. When performing the duties of the President in the President's absence, the Vice-President shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice-President shall have such other powers and perform such other duties as from time to time may be prescribed by the President, Board of Directors or the Bylaws.

Section 8. Secretary

The Secretary shall keep minutes at the principal office or such other place as the Board of Directors may order, of all meetings of Members or Directors, with the time and place of holding, and if special, how authorized, the notice given thereof, the names of those present at the Directors' meetings, the number of Members present or represented at the Members' meetings, and the proceedings thereof.

Section 9. Treasurer

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus. The books of account shall at all reasonable times be open to inspection by any Member or Director.

The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse funds of the Corporation as may be ordered by the Board of Directors. The Treasurer shall render to the President and Directors, whenever they request it, an account of all of such Treasurer's transactions as Treasurer and of the financial condition of the Corporation.

The Treasurer shall file all tax returns and other forms required by state and federal law.

The Treasurer shall prepare a budget for the upcoming fiscal year to be presented to and approved by the Directors. If the budget is not timely approved by the Directors, the budget for the previous year shall be deemed the de facto budget until a new budget is approved.

The Treasurer shall cooperate with any entity appointed by the President to review or audit the books, records and accounts of the Corporation.

ARTICLE VI
DIRECTORS AND OFFICERS TRANSACTIONS AND INDEMNIFICATION

Section 1. Transactions with Directors and Officers

The Corporation shall not be a party to any transaction in which one or more of its Directors or Officers has a material financial interest, or with any corporation, firm, association, or other entity in which one or more Directors or Officers has a material financial interest unless (a) the Corporation enters into the transaction for its own benefit; (b) the transaction is fair and reasonable to the Corporation at the time the transaction is entered into; (c) prior to consummating the transaction or any part thereof, the Board of Directors authorizes or approves the transaction in good faith, by a vote of a majority of Directors then in office (without counting the vote of the interested Directors), and with knowledge of the material facts concerning the transaction and the interested Director's or Officer's financial interest in the transaction; and (d) prior to authorizing or approving the transaction, the Board of Directors considers and in good faith determines after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances.

Section 2. Indemnification of Directors and Officers

The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an Officer or Director of the Corporation against all expenses and liabilities, including without limitation, counsel fees, judgements, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Corporation; and further

provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceeding.

ARTICLE VII
COMMITTEES

Section 1. Standing and Special Committees

The Board of Directors may designate such Standing and Special committees as may be necessary from time to time, consisting of such number of its Members and with such powers as it may designate, consistent with the Articles of Incorporation and Bylaws and the General Corporation Laws of the State of California. Standing committees include the Membership committee and financial committee(s) responsible for tracking, appropriating and investing funds. Committees shall serve at the pleasure of the Board of Directors. The Membership committee shall keep at the principal office or such other place as the Board of Directors may order a register showing the names and addresses and, where provided, the e-mail addresses and telephone numbers of all Members, and shall conduct an annual membership drive.

Section 2. Nominating Committee

Each year the President or the Board of Directors shall appoint a Nominating Committee to nominate Directors and Officers for the coming year. The Committee shall consist of at least three members, including one current Officer of the Corporation and one Member who is not a current Officer of the Corporation. The Nominating Committee shall make public to the Members the proposed slate of Officers a minimum of ten days prior to the Annual Meeting. The Nominating Committee shall also identify Members willing to serve as Chairs of any Standing committees.

ARTICLE VIII
CORPORATION RECORDS AND REPORTS - INSPECTION

Section 1. Records

The Corporation shall maintain adequate and correct accounts, books and records of its business and properties. All such books, records and accounts shall be kept at a location in the State of California, as fixed by the Board of Directors from time to time, and may be retained in electronic form, which can be downloaded into paper form as required.

Section 2. Inspection of Books and Records

All books and records provided for in Section 6333 of the Corporations Code of California or its successor statute shall be open to inspection by the Members and Directors from time to time and in the manner provided in said Section 6333. The President, with the approval of the Board of Directors, shall appoint an individual or organization to examine the Treasurer's

records from time to time, but no less often than required by California and/or Federal law and report any irregularities to the Board of Directors.

The Corporation's tax returns shall be open to the public for inspection from time to time with notice and at a reasonable time and place.

Section 3. Contracts, Etc. - How Executed

The Board of Directors, except as otherwise provided in the Bylaws, may authorize any Officer or Officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or to any amount.

Section 4. Unbudgeted Expenditures and Expenditures over Budget

Any budget expenditure that exceeds the budgeted amount by $1000 or any unbudgeted expenditure over $1000 must be approved by the Board of Directors, at a duly noticed and constituted meeting of the Board of Directors, or consenting in writing without a meeting.

Section 5. Construction and Definition

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the California Nonprofit Corporation Law shall govern the construction of these Bylaws.

Section 6. Rules of Order

The rules contained in Rosenberg's Rules of Order, revised, shall govern all Members' meetings and Directors' meetings of the Corporation, except in instances of conflict between said Rules of Order and Articles of Incorporation or Bylaws of the Corporation, or provisions of law, which Articles of Incorporation, Bylaws of the Corporation or provisions of law shall prevail.

ARTICLE IX
AMENDMENTS TO BYLAWS

Section 1. By Members or Directors

New Bylaws may be adopted or these Bylaws may be amended or repealed, by the written consent of a majority of the Members; by a majority of a quorum of the Members at a Special Meeting duly called for the purpose of amending the Articles of Incorporation or Bylaws; or by two-thirds of the Board of Directors, subject to the power of the Members to further amend or repeal the Bylaws.

Section 2. Record of Amendments

The Corporation shall keep a copy of the Bylaws as amended to date, including the date of amendment, with the original Bylaws. Copies may be retained in electronic form, which can be downloaded into paper form as required.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected, qualified, and acting Secretary of Friends of the Library of Los Altos and Community, a nonprofit public benefit corporation; and

2. That the foregoing Bylaws, comprising 12 pages, were duly adopted as the Bylaws of this Corporation by [unanimous/majority] vote of the Board of Directors on the 28th of September, 2026.

3. These Bylaws are a true, correct, and complete copy of the Bylaws of this Corporation as amended and currently in effect.

IN WITNESS WHEREOF, I have executed this Certificate as of September 28, 2026.

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Pamela Ballus, Secretary
Friends of the Library of Los Altos and Community, Inc.