

THE BYLAWS OF TUMWATER EDUCATION FOUNDATION

CONTENTS

GENERAL	4
1.1 Office of Record	4
1.2 Mission Statement	4
1.3 Values	4
1.4 Type of Corporation	4
1.5 Policies and Procedures	4
1.6 Nondiscriminatory Policy	4
NON-PROFIT STATUS PRESERVATION	5
2.1 Commitment to Non-profit Integrity	5
2.2 Prohibited Activities	5
2.3 Asset Distribution Upon Dissolution	5
2.4 Compliance with Laws and Regulations	5
BOARD OF DIRECTORS	5
3.1 General Powers and Fiduciary Responsibilities	5
3.2 Number and Composition of the Board	6
3.3 Ex Officio and Emeritus Directors	6
3.4 Term of Directors	7
3.5 Qualifications	7
3.6 Election and Seating	8
3.7 Resignation	8
3.8 Absences	8
3.9 Leave of Absence	8
3.10 Removal	9
3.11 Vacancies	9
3.12 Exceptional Circumstances: Near-Complete or Complete Board Vacancy	9
3.13 Compensation	10
3.14 Business Relationships Between Corporation and Directors	10
3.15 Conflict of Interest	10
OFFICERS	11
4.1 Number and Qualifications	11

4.2	Election and Term of Office.....	11
4.3	Resignation.....	11
4.4	Removal.	11
4.5	Vacancies.	11
4.6	Duties and Powers.....	12
4.7	President.....	12
4.8	Vice President.	12
4.9	Secretary.....	13
4.10	Treasurer.....	13
4.11	Other Officers.	13
COMMITTEES.....		14
5.1	Executive Committee.	14
5.2	Standing or Temporary Committees.	14
5.3	Authority of Committees.....	15
5.4	Resignation.....	15
MEETINGS PROCEDURES		15
6.1	Rules of Procedure.	15
6.2	Place of Meetings.....	16
6.3	Meetings by Electronic Means.....	16
6.4	Board Meetings.....	16
6.5	Notice of Special Meetings.....	17
6.6	Waiver of Notice.....	17
6.7	Quorum.....	17
6.8	Proxy.....	17
6.9	Manner of Acting.....	17
6.10	Presumption of Assent.....	18
6.11	Action of Board Without a Meeting.....	18
6.12	Executive Sessions.....	18
ADMINISTRATIVE AND MISCELLANEOUS PROVISIONS.....		19
7.1	Books and Records.....	19
7.2	Registered Office and Agent.....	19
7.3	Finances.....	20
7.4	Directors and Officers Liability Insurance.....	21
7.5	Managers.....	21
7.6	Additional Personnel.....	22

7.7	Notice and Communication.....	22
EMERGENCY POWERS.....		23
8.1	Declaration of Emergency.....	23
8.2	Scope of Emergency Powers.....	23
8.4	Modified Decision-Making Process.....	23
8.5	Duration of Emergency Powers.	23
8.6	Communication of Emergency Decisions.....	24
8.7	Compliance with Laws and Bylaws.	24
8.8	Amendments of Emergency Powers.	24
8.9	Ratification.....	24
MISCELLANEOUS AND AMENDMENTS		24
9.1	Severability.....	24
9.2	Amendments.....	24

THE BYLAWS OF TUMWATER EDUCATION FOUNDATION

ARTICLE I GENERAL

1.1 Office of Record.

The office of the Tumwater Education Foundation, or otherwise herein the Corporation, shall be located as determined by the Board of Directors. The initial office of record shall be: 2102 Carriage Dr. SW, Bldg. E, Olympia, WA 98502.

1.2 Mission Statement

The mission of the Tumwater Education Foundation is to enhance educational opportunities and educational excellence for students of the Tumwater School District No. 33.

1.3 Values

The Tumwater Education Foundation agrees to the organizational values of integrity, inclusiveness, principled progress, safety, access to community and a commitment to the ongoing success of the organization.

1.4 Type of Corporation.

The Corporation is a Public Charity (EIN: 91-1362887), registered under Section 501(c)(3) of the US Internal Revenue Code.

1.5 Policies and Procedures.

The Corporation shall be governed by the Articles of Incorporation and the Bylaws of the Corporation.

1.5.1 Policies and Procedures. Policies and Procedures may be adopted by the Board of Directors to further define the operations of the Corporation. Policies and Procedures shall accurately reflect and guide the daily operations and procedures of the Corporation, Board of Directors, staff, and volunteers. Revisions to Policies and Procedures require a majority vote cast by Directors then in office.

1.6 Nondiscriminatory Policy

The Corporation is committed to fostering an inclusive community and welcomes individuals from all walks of life, regardless economic status, ethnicity, religious beliefs, gender identity, sexual orientation, or physical or mental abilities. The Corporation upholds these principles of inclusivity and non-discrimination in its employment practices, contract negotiations, policies, programs, services, and activities.

Article II
NON-PROFIT STATUS PRESERVATION

2.1 Commitment to Non-profit Integrity

The Corporation is a nonprofit registered under Section 501(c)(3) of the U.S. Internal Revenue Code. The Corporation is dedicated to maintaining its status as a tax-exempt, charitable Corporation and ensuring that all its activities and financial transactions are in compliance with federal and state laws governing nonprofit operations and charitable work.

2.2 Prohibited Activities

The Corporation shall not engage in any activities or use its assets in manners that are not in furtherance of its stated charitable purposes or that jeopardize its non-profit status. Specifically, the Corporation shall not:

- a) Engage in any political campaign activity in support of or in opposition to any candidate for public office.
- b) Distribute its income or assets to members, directors, or officers except as compensation for services rendered or expenses incurred on behalf of the Corporation.
- c) Operate for the primary purpose of conducting a trade or business that is not related to its charitable purposes.
- d) Engage in any other activity prohibited by the Internal Revenue Code for 501(c)(3) Corporations or corresponding provisions of subsequent federal tax laws.

2.3 Asset Distribution Upon Dissolution

In the event of the dissolution of the Corporation, the assets and liabilities of the Corporation shall be handled in accordance with the dissolution clause specified in the Articles of Incorporation. The Corporation is committed to ensuring that any distribution of assets upon dissolution will be done exclusively for exempt purposes within the meaning of section 501(c)(3) of the IRS Code, or to a government entity for a public purpose.

2.4 Compliance with Laws and Regulations

The Corporation shall continuously ensure compliance with all applicable federal and state laws governing charitable Corporations and their tax-exempt status. This includes timely filing of all required financial reports, tax returns, and compliance documents.

ARTICLE III
BOARD OF DIRECTORS

3.1 General Powers and Fiduciary Responsibilities.

3.1.1 Powers. The affairs of the Corporation shall be managed by a Board of Directors.

3.1.2 Fiduciary Responsibilities. All directors of the Corporation are entrusted with fiduciary responsibilities to act in the best interest of the organization, consistent with the Washington Nonprofit Corporation Act. They must perform their duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances. This includes the duty of loyalty, requiring directors to act for the benefit of the Corporation without personal conflict; the duty of care, obligating directors to be informed and participate actively in decision-making; and the duty of obedience, mandating adherence to the organization's mission, bylaws, and applicable laws and regulations. Directors are expected to oversee the organization's activities, ensure prudent use of assets, and maintain the organization's integrity and accountability to its stakeholders. Specific roles and responsibilities of individual directors may be further detailed in subsequent sections.

3.2 Number and Composition of the Board.

3.2.1 Current Number of Directors. The Board shall consist of not less than three (3) nor more than fifteen (15) Directors. The specific number within this range shall be set and may be adjusted from time to time by resolution of the Board. Ex Officio and Emeritus Directors shall not be included in the total count of seated Directors.

3.2.2 Amending the Range. The minimum and maximum number of Directors, as stipulated in this section, may only be changed by formally amending these Bylaws. Any such amendment must adhere to the established amendment procedures and shall not have the effect of shortening the term of any incumbent Director.

3.3 Ex Officio and Emeritus Directors.

Ex Officio and Emeritus Directors enrich the Board of Directors with their wisdom and experience. While they do not hold voting power, their contributions are crucial in shaping strategic decisions and maintaining the organization's integrity and continuity.

3.3.2 Ex Officio. The Board of Directors may also include not more than five (5) Ex Officio, non-voting Directors, who may be appointed by a majority of the voting Directors. Ex Officio directors are selected by nature of their role with a related corporation or other existing involvement with the Corporation. Ex Officio Directors, by virtue of their position, are expected to provide valuable insights and facilitate connections between the Board and their respective organizations or departments, ensuring alignment and collaboration. Ex Officio Directors may not serve as Officers of the Corporation, are non-voting positions, and do not count toward the Number of Directors.

- a) Ex Officio Directors shall not be counted when determining if a quorum is present.
- b) Ex Officio Directors shall hold office until the Ex Officio Director dies, resigns, is removed, or they no longer hold the position by virtue of which the Ex Officio Director was appointed.
- c) Ex Officio Directors will not receive regular meeting announcements and invitations unless an issue of import to their position appears on the agenda.

3.3.3 Emeritus. The Board of Directors may also include not more than five (5) Emeritus, non-voting Directors, who may be appointed by the President or a majority of the voting Directors. Emeritus Directors, honored for their past service, are called upon to offer historical perspective, mentorship, and guidance based on their extensive knowledge and past experiences with the Corporation. Emeritus Directors may not serve as Officers of the Corporation, are non-voting positions, and do not count toward the Number of Directors.

- (a) Emeritus Directors shall not be counted when determining if a quorum is present.
- (b) Emeritus Directors shall hold office until the Emeritus Director dies, resigns or is removed.
- (c) Emeritus Directors will not receive regular meeting announcements and invitations unless an issue of import to their position appears on the agenda.

3.4 Term of Directors.

3.4.1 Term Limits. Directors are not subject to term limits and may be elected to serve consecutive terms.

3.4.2 Terms. Unless otherwise specified herein, or unless a Director dies, resigns, or is removed, he or she shall hold office for a term of three (3) years or until their successor is seated, whichever is later. For purposes of position designation and election cycles, all terms shall begin January 1 following the election year, and end three years later, even in cases where a successor is seated later than January 1.

Position #	Election Years	Term of Office
1, 2, 3, 4, 5	2024	January 1, 2025 – December 31, 2027
	2027	January 1, 2028 – December 31, 2030
	2030	January 1, 2031 – December 31, 2033
	2033	January 1, 2034 – December 31, 2036
	2036	January 1, 2037 – December 31, 2039
	Et Cetera	Et Cetera
6, 7, 8, 9, 10	2025	January 1, 2026 – December 31, 2028
	2028	January 1, 2029 – December 31, 2031
	2031	January 1, 2032 – December 31, 2034
	2034	January 1, 2035 – December 31, 2037
	2035	January 1, 2038 – December 31, 2040
	Et Cetera	Et Cetera
11, 12, 13, 14, 15	2026	January 1, 2027 – December 31, 2029
	2029	January 1, 2030 – December 31, 2032
	2032	January 1, 2033 – December 31, 2035
	2035	January 1, 2036 – December 31, 2038
	2036	January 1, 2039 – December 31, 2041
	Et Cetera	Et Cetera

3.5 Qualifications.

Directors shall have such qualifications as the Board may prescribe from time to time by resolution or amendment to these Bylaws.

3.6 Election and Seating.

3.6.1 Election. Regular Directors shall be elected to a numbered position each year at the annual meeting of the Board by the affirmative vote of a majority of the Directors then in office.

3.6.2 Seating. All newly-elected Directors shall be seated at the regular meeting of the Board of Directors in January, or the first regular meeting of the Board of Directors following the election, whichever is later, and shall be participating members thereafter.

3.6.3 Ex Officio & Emeritus. A vacancy in the position of Ex Officio or Emeritus Director may be filled at any time by resolution of the Board of Directors. Ex Officio and Emeritus directors are not subject to term limits and may be removed from office, with or without cause, by a majority vote of Directors then in office.

3.7 Resignation.

Any Director may resign at any time by delivering an executed notice, in the form of a written or electronic record, to the President, the Secretary, or to any officer of the Corporation. A Director may also resign by giving oral notice at any meeting of the Directors. The resignation is effective when the notice is delivered unless a later effective time is specified therein. No acceptance of such resignation shall be necessary to make it effective.

3.8 Absences.

A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors shall automatically be dropped from membership on the Board, unless a majority of Directors present at a Board meeting affirmatively votes to excuse such absences. A member of the Board of Directors who shall be absent from more than six (6) meetings of the Board during a single calendar year shall be automatically removed from the Board.

3.9 Leave of Absence.

3.9.1 Granting of Leave. A Director may be granted a leave of absence for a specified duration, subject to approval by a majority vote of the Board. The request for leave must be submitted in writing to the Board President.

3.9.2 Effect on Quorum. During the leave of absence, the Director shall not be counted towards the quorum for Board meetings.

3.9.3 Participation and Voting. A Director on leave shall not participate in Board meetings or vote on matters during the leave period. However, they may attend meetings as a non-voting observer, if necessary and with prior notice to the Board President.

3.9.4 Unanimous Consent Actions. For actions requiring unanimous consent of the Board, the Director on leave shall be excluded from the count, and unanimous consent shall be required from the remaining Directors.

3.9.5 Return from Leave. Upon completion of the leave of absence, the Director shall resume full duties and responsibilities, including voting rights and being counted towards quorum.

3.9.6 Extension or Early Return. Any extension or early return from the leave of absence is subject to approval by a majority vote of the Board.

3.10 Removal.

3.10.1 Requirements. At a Meeting of the Board called expressly for that purpose, one or more Directors may be removed from office, with or without cause, by two-thirds (2/3) of the vote cast by Directors then in office. Removal of one or more Directors always requires (2/3) of the vote cast by Directors then in office.

3.10.2 Notice. Notice of a Meeting of the Board called for the purpose of removal of a Director shall be given to a Director either personally or by mail or via electronic transmission not less than seven (7) days before the Meeting. Notices in writing may be delivered electronically or mailed to the Director at their address shown on the records of the Corporation. The purpose of the Meeting must be specified in the notice of such Meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official governmental mail properly addressed with postage thereon prepaid.

3.11 Vacancies.

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than the specific number set by these Bylaws or by resolution of the Board. A Director who fills a vacancy shall serve for the unexpired term of the position number assigned by resolution of the Board.

3.12 Exceptional Circumstances: Near-Complete or Complete Board Vacancy.

In the extraordinary event of a near-complete or complete vacancy of the Board of Directors due to resignation, incapacitation, death, or any other reason, the following provisions shall apply to ensure continuity of governance for the Corporation:

3.12.1 Single Director Remaining. If only one Director remains, they shall have the authority to manage the affairs of the Corporation within the scope of their legal and fiduciary responsibilities. The remaining Director is empowered to appoint additional Directors to fill the vacant positions. These appointments shall be temporary and subject to confirmation by the full Board once it reaches a quorum.

3.12.2 Two Directors Remaining. If only two Directors remain, they shall jointly manage the affairs of the Corporation, with all decisions requiring unanimous consent. The two Directors shall

have the authority to appoint one additional Director to reach a quorum, with such appointment being temporary and subject to confirmation by the full Board.

3.12.3 Complete Board Vacancy.

- (a) If a Director's resignation results in the Corporation having no directors in office, the resigning Director shall notify the Attorney General as required by RCW 24.03A.525
- (b) In the event that all Directors are absent and/or unable to notify the Attorney General, the highest-ranking staff member (either an employee or a contractor) shall assume the role of a temporary Director. This individual shall have the authority to manage the Corporation's affairs and appoint new Directors, or Notify the Attorney General. Alternatively, any former Director of the Corporation may volunteer to assume the role of a temporary Director for the purpose of reconstituting the Board or notifying the Attorney General. To reconstitute the Board the temporary Director(s) shall call for a special meeting for the election of new Directors as soon as practicable.

3.12.4 Special Meeting and Election Process. A special meeting for the election of new Directors shall be called as soon as it is feasible to do so, to restore the Board to its full complement or required minimum number of Directors. The process for nominating and electing new Directors shall adhere to the procedures outlined in the Corporation's bylaws, ensuring the Board is properly constituted.

3.13 Compensation.

Directors shall not receive any stated salary for their services; however, unless otherwise specified in these Bylaws, nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor. No loans shall be made by the corporation to any Director.

3.14 Business Relationships Between Corporation and Directors.

The Corporation may enter into contracts or otherwise transact business as a vendor, purchaser, or otherwise, with directors and Officers or with Corporations or businesses they are involved with; provided, that the fact that such director, firm or entity so interested shall be disclosed to or shall have been known by the Board of Directors or a majority thereof prior to the Corporation's entering into the contract, as long as full disclosure is given of such a transaction or relationship. The affected director(s) shall abstain from voting on any matter relating to their own business or any Corporation/business they are involved in and may be asked to absent themselves from the discussion of such a transaction.

3.15 Conflict of Interest.

At all times, prudent behavior shall dictate actions taken or Board appointments made where a potential conflict of interest is evident. Board members must make any potential conflicts of interest known to the other members of the Board. In the event of a situation where a conflict of interest could influence decision making, Board members must excuse themselves from the

situation. A Board member's absence from a meeting due to conflict of interest issues should be noted in the minutes.

3.15.1 Conflict of Interest Policy. The Board shall adopt by resolution and may update from time to time a Conflict of Interest Policy.

3.15.2 Annual Conflict of Interest Statements. Any Director, Officer, or member of a committee with governing Board-delegated power shall annually receive a copy of the Conflict of Interest Policy and sign a Conflict of Interest Statement affirming receipt of such policy.

ARTICLE IV OFFICERS

4.1 Number and Qualifications.

The Officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary/Treasurer or a Secretary and Treasurer, each of whom shall be elected by the Board. Other Officers may be elected or appointed by the Board, such Officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws, or as may be provided by resolution of the Board. Any Officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary.

4.2 Election and Term of Office.

The Officers of the Corporation shall be elected each year by the Board immediately following the seating of new directors or as soon thereafter is convenient. Officers shall serve a term of one (1) year, or until such time as elections are held following the seating of new directors.

4.3 Resignation.

Any Officer may resign at any time by delivering an executed notice, in the form of a written or electronic record, to the President, the Secretary, or to any Officer or Director of the Corporation. An Officer may also resign by giving oral notice at any meeting of the Directors or the Executive Committee. The resignation is effective when the notice is delivered unless a later effective time is specified therein. No acceptance of such resignation shall be necessary to make it effective.

4.4 Removal.

Any Officer elected or appointed by the Board may be removed from office, with or without cause, by two-thirds (2/3) of the vote cast by Directors then in office. Removal of one or more Officers always requires (2/3) of the vote cast by Directors then in office.

4.5 Vacancies.

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office, or any other cause may be filled by the Board for the unexpired portion of the term.

4.6 Duties and Powers.

The Officers of the Corporation shall be responsible for the day-to-day management of the Corporation. The Executive Committee may acquire the services of one or more personnel (Association Administrators, Executive Directors, or other professionals) as needed to manage the day-to-day activities of the Corporation and support Officers in the performance of their duties. Such services may be provided by at-will employees or contractors. The Officers retain the responsibilities for setting policy, overseeing the general activities of the Corporation, and providing fiscal and operational review.

4.7 President.

The President, subject to the Board's control, shall supervise, and control all of the assets, business, and affairs of the Corporation. The President shall preside over Meetings of the Board. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other Officer or agent of the Corporation or are required by law to be otherwise signed or executed by some other Officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to them by the Board from time to time. Additionally, the President shall:

- a) oversee the health and growth of the Board of Directors;
- b) work with personnel to ensure and monitor the Corporation's progress and maintain the legal obligations of the Corporation;
- c) work with the Treasurer and personnel to monitor the fiscal health and growth of the Corporation; and,
- d) set the agenda for meetings of the Board of Directors and the Executive Committee and any other meetings of the Board.

4.8 Vice President.

In the event of the death of the President or their inability to act, the Vice President (or if there is more than one Vice President, the Vice President who was designated by the Board as the successor to the President, or if no Vice President is so designated, the Vice President whose name first appears in the Board resolution electing Officers) shall perform the duties of the President, except as may be limited by resolution of the Board, with all powers of and subject to all the restrictions upon the President. Vice Presidents shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts, or other instruments. Vice Presidents shall perform such other duties as from time to time may be assigned to them by the President or the Board. The Vice Presidents shall:

- a) conduct annual Performance Evaluations of all personnel reporting to the President and/or Board of Directors. Annual Performance Evaluations shall be submitted in writing to the Board no later than the Annual Meeting and include a formal salary recommendation.

4.9 Secretary.

The Secretary shall:

- a) keep the minutes of Meetings of the Board and minutes which may be maintained by Committees of the Board;
- b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- c) be custodian of the corporate records of the Corporation;
- d) keep records of the post office address of each Director; and,
- e) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to them by the President or the Board.

4.10 Treasurer.

The Treasurer shall:

- a) have charge and custody of and be responsible for all funds and securities of the Corporation;
- b) receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws;
- c) monitor the financial health and tax aspects of the corporation, providing status reports during monthly meetings of the Board;
- d) ensure a proper record of all moneys received for the corporation from all sources;
- e) work with personnel as necessary to execute the duties of the Treasurer and to gather relevant financial data of the Corporation;
- f) lead the Finance Committee (or in the absence of a Finance Committee, the Executive Committee) in creation of the Corporation's budget in a timely manner so that it may be acted upon by the Board of Directors at the Annual Meeting;
- g) be responsible for the performance of all duties of the Treasurer under these Bylaws irrespective of whether some or all of the authority is delegated to personnel; and,
- h) in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President of the Board.

4.11 Other Officers.

To ensure the effective management and operation of the Corporation, the Board may, as deemed necessary, elect or appoint additional officers from among the current Directors. These officers shall hold office for a term of one (1) year and shall have authority and perform duties as provided in these Bylaws or as prescribed by the Board.

The roles, responsibilities, and limitations of these additional officers shall be clearly defined at the time of their appointment or election. Like the primary officers, they are expected to adhere to

the ethical and performance standards set forth by the Corporation and are subject to the same oversight and accountability measures.

ARTICLE V COMMITTEES

5.1 Executive Committee.

The Officers shall constitute the Executive Committee. Additional voting Directors may be appointed to the Executive Committee by resolution of the Board. The Executive Committee shall have and exercise the authority of the Directors in management of the Corporation, subject to such limitations as may be prescribed by the Board, the Articles of Incorporation, or the Bylaws of the Corporation.

5.1.1 Regular Meetings. By resolution, the Executive Committee may specify the date, time and place for holding regular meetings without other notice than such resolution. Regular Meetings of the Executive Committee for any purpose or purposes may be called at any time by the President, the Vice President, or any two (2) members. The Secretary of the Corporation, or in their absence, a secretary pro tempore chosen by the Executive Committee, shall keep a true record of all its proceedings, which record shall be available to the Board of Directors upon request following the Executive Committee meeting.

5.2 Standing or Temporary Committees.

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary Committees, each of which shall consist of two (2) or more persons, one of which shall be a Director, Ex Officio Director or Emeritus Director. Standing or temporary committees shall have and exercise the authority of the Directors in management of the Corporation only as specified in the forming resolution and/or charter of the committee, and subject to such limitations as may be prescribed by the Board.

5.2.1 Delegation of Responsibility. The designation and appointment of any such Committee and the delegation thereof of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, or them by law.

5.2.2 Dissolution. The Board, by resolution adopted by a majority of the Directors in office, may dissolve any standing or temporary Committee other than the Executive Committee.

5.2.3 Terms of Service. Committee members shall serve for a term specified by the Board at the time of their appointment. If not specified, the term shall default to one year. Members may be reappointed for consecutive terms.

5.2.4 Removal of a Committee Member. The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any Committee, elected or appointed.

5.3 Authority of Committees.

No Committee shall have the authority to:

- a) amend, alter or repeal these Bylaws;
- b) amend, alter or repeal the Articles of Incorporation;
- c) elect, appoint or remove any member of any other Committee or any Director or Officer of the Corporation;
- d) adopt a plan of merger or consolidate with another corporation;
- e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the Corporation not in the ordinary course of business;
- f) authorize the voluntary dissolution of the corporation or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the Corporation; or, (h) amend, alter or repeal any resolution of the Board.

5.4 Resignation.

Any member of any Committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairperson of such Committee, or by giving oral or written notice at any Meeting of such Committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE VI MEETINGS PROCEDURES

6.1 Rules of Procedure.

The rules of procedure at Meetings of the Board and Committees with 12 (twelve) or more voting members shall be the rules contained in Robert's Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation, or any resolution of the Board.

In meetings where there are 12 (twelve) or fewer voting members present, some of the formality that is applicable to a large assembly need not be observed, as per the guidance in Robert's Rules. In all instances where the majority of the Board agrees that the intent and action are clear, more flexible procedures may be adopted unless explicitly prohibited by the Articles or Bylaws.

However, for certain critical matters, a formal vote may be taken to determine if more stringent adherence to Robert's Rules of Order should be applied. This decision requires the support of a majority of the Directors present. Such matters may include, but are not limited to:

- a) Removal of a Director,
- b) Invocation of Emergency Powers,
- c) Major financial decisions or transactions,
- d) Amendments to the Bylaws or Articles of Incorporation,
- e) Adoption of significant policy changes.

The decision to adopt more formal procedures shall be made clear and recorded in the meeting minutes, ensuring transparency and accountability in the Board's decision-making process.

6.2 Place of Meetings.

All Meetings shall be held at the principal office of the Corporation or at such other place within or without the state of Washington designated by the Board, by any persons entitled to call a Meeting, or by a waiver of notice signed by all Directors.

6.3 Meetings by Electronic Means.

Members of the Board or any Committee designated by the Board may participate in a Meeting of such Board or Committee by means of a computer, telephone or similar electronic communications equipment by means of which all people participating in the Meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a Meeting.

6.4 Board Meetings.

6.4.1 Purpose. Board of Director Meetings are business meetings for Directors; personnel or other professionals do not attend without invitation or intervene without being asked and do not participate in voting.

6.4.2 Date, Time and Place. Unless otherwise required by law or these Bylaws, Regular Meetings of the Board of Directors for any purpose or purposes may be called at any time by the President or any three (3) directors. By resolution, the Board may specify the date, time and place for holding Regular Meetings without other notice than such resolution.

- a) Unless otherwise required by law or these Bylaws, Special meetings of the Board of Directors for any purpose or purposes may be called by the President, or any three (3) directors.
- b) The annual meeting of the Board shall be held during the month of November or on a date chosen by the President or the Board for the purposes of electing Directors and transacting such business as may properly come before the meeting. If the annual meeting is not held on the date designated therefor, the Board shall cause the meeting to be held as soon thereafter as may be convenient.
- c) The Board of Directors shall meet at least four (4) times per calendar year.

6.4.3 Other Attendees. Depending on the subject matters of agenda items or proposed resolutions, relevant personnel or guests may be invited to attend or present at Board Meetings to assist the Directors in understanding the Corporation's current conditions. Relevant personnel or other professional personnel may be invited to provide secretarial support to the Board of Directors before, during, or following Board Meetings. In addition, CPAs, legal counsels, or other professional personnel may be invited to the meetings to provide professional support or to provide opinions for the Board of Directors' reference, but shall excuse themselves and vacate the meeting when asked.

6.5 Notice of Special Meetings.

Notice of Special Board or Committee Meetings shall be given to a Director either personally or by mail or via electronic transmission not less than seven (7) days before the Meeting. Notices in writing may be delivered electronically or mailed to the Director at their address shown on the records of the Corporation. The business to be transacted at and the purpose of any Special Meeting must be specified in the notice of such Meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official governmental mail properly addressed with postage thereon prepaid.

6.6 Waiver of Notice.

6.6.1 In Writing. Whenever any notice is required to be given to any Director 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 receive 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.

6.6.2 By Attendance. 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.

6.7 Quorum.

6.7.1 Board Quorum. A majority of the number of voting Directors in office shall constitute a quorum for the transaction of business at any Board Meeting. Ex Officio and Emeritus Directors do not count toward the establishment of a quorum for the transaction of business at any Board Meeting.

6.7.2 Committee Quorum and Manner of Acting. A majority of the number of Committee Members composing any Committee shall constitute a quorum, and the act of a majority of the members of a Committee present at a Meeting at which a quorum is present shall be the act of the Committee unless otherwise specified herein.

6.8 Proxy.

Directors may not vote by proxy.

6.9 Manner of Acting.

The act of a majority of the voting Directors present at a Meeting at which there is a quorum 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.

6.10 Presumption of Assent.

A Director of the Corporation present at a Board Meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the Meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the Meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the Corporation immediately after the adjournment of the Meeting. Any such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

6.11 Action of Board Without a Meeting.

Any action which could be taken at a Meeting of the Board may be taken without a Meeting if the corporate action is approved by all members of the Board. The approval of the corporate action must be evidenced by one or more consents describing the corporate action being approved, executed by each director either before or after the corporate action becomes effective, and delivered to the corporation for inclusion in the minutes or filing with the corporate records, each of which consents shall be set forth either (a) in an executed record or (b) by electronic transmission to the designated address, location, or system of the Corporation, provided that the transmission provides sufficient information to determine the sender's identity. All such consents, taken together, shall constitute one and the same document, and such consent shall be inserted in the records.

6.12 Executive Sessions.

6.12.1 Purpose. Executive sessions of the Board and Executive Committee are reserved for confidential discussion of matters requiring discretion, such as legal issues, personnel matters, or contract negotiations, and should be used sparingly, emphasizing their role in extraordinary circumstances.

6.12.2 Authorization. Executive sessions can only be called by a majority vote of the Board members present at a meeting where quorum is established.

6.12.3 Attendance. Attendance in executive sessions is limited to Board members and individuals explicitly invited by the Board for the session's specific agenda.

6.12.4 Conduct and Compliance. Discussions during executive sessions must adhere to the highest standards of conduct, align with the organization's exempt purposes, and comply with relevant state and federal laws, including RCW 24.03A and IRS regulations for 501(c) organizations.

6.12.5 No Decision-Making. Decisions shall not be made during executive sessions. Following the session, the Board shall reconvene in an open meeting to make decisions on matters discussed, ensuring transparency and proper record-keeping.

6.12.6 Confidentiality and Record-Keeping. While the specific discussions in executive sessions are confidential, a summary of topics discussed shall be included in the meeting's official records, in compliance with legal requirements.

6.12.7 Transparency and Accountability. Executive sessions are to be used sparingly, reflecting their nature for extraordinary circumstances. A general description of matters discussed, minus confidential details, shall be provided in the subsequent open Board meeting.

ARTICLE VII ADMINISTRATIVE AND MISCELLANEOUS PROVISIONS

7.1 Books and Records.

The Corporation shall keep at its principal or registered office, or at a location identified from time to time by the Board, copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of the Board, and any Minutes which may be maintained by committees of the Board; records of the Corporation and address of each Director, and each Officer, and such other records as may be necessary or advisable. The minutes and the books and records of accounts shall be kept either in written form or in any other form capable of being converted to written form.

7.1.1 Inspection of Records.

- a) Right of Inspection: In accordance with federal law governing nonprofit Corporations, the Corporation shall make available for inspection by any Director, Officer, or member of the public, its Articles of Incorporation, Bylaws, three most recent annual information returns (IRS Form 990), and its application for tax exemption with any supporting documents (IRS Form 1023).
- b) Procedure for Inspection: Requests for inspection of the Corporation's records must be made in writing and submitted to the Secretary or designated official of the Corporation. The request should specify the documents to be inspected and the purpose of the inspection.
- c) Location and Time of Inspection: The inspection will take place at the Corporation's principal office or a reasonable location designated by the Corporation, during regular business hours, within a reasonable time after the Corporation receives the request.
- d) Confidentiality and Use of Records: Records obtained during the inspection shall not be used for any commercial purpose and shall remain confidential except as required for appropriate legal or regulatory purposes.
- e) Limitations on Inspection Rights: The Corporation reserves the right to withhold any documents that are not required to be disclosed under federal law or that are of a sensitive nature, such as personnel files, confidential financial information, or proprietary data.
- f) Copy Requests: Upon written request, the Corporation may provide copies of the requested documents. The Corporation may charge a reasonable fee to cover the copying and mailing expenses.

7.2 Registered Office and Agent.

The Corporation shall maintain a registered office and a registered agent within the State of Washington in accordance with the requirements of the Washington Nonprofit Corporation Act and these Bylaws. The location of the registered office and the designation of the registered agent shall be set by resolution of the Board of Directors. The registered agent of the Corporation may not be a Director or employee.

7.3 Finances.

The Corporation shall keep at its principal or registered office, or at a location identified from time to time by the Board, correct and adequate records of accounts and finances.

7.3.1 Funds. All money paid to the Corporation shall be placed in a general operating fund except that money subscribed or contributed for a special purpose shall be placed in a separate account for such purpose. Separate accounts means that the funds are accounted and may be conveniently reported separately.

7.3.2 Accounting Year. The accounting year of the Corporation shall be set by resolution of the Board of Directors. The initial accounting year of the Corporation shall be the twelve months ending December 31.

7.3.3 Disbursements. Upon approval of the budget, the President and Treasurer are authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors or Executive Committee. Recommendations for expenditures outside the budget shall be submitted to the Executive Committee or Board of Directors for approval.

7.3.4 Budget. The Executive Committee shall submit a budget for the coming accounting year to the Board of Directors for approval at or before the Annual Meeting.

7.3.5 Financial Reporting.

- a) Regular Reporting: The Treasurer, or a designated financial officer of the Corporation, shall prepare and present financial reports at each Regular Meeting of the Board of Directors.
- b) Content of Reports: The financial reports shall include, at a minimum, a Statement of Financial Position and a Statement of Income and Expense. These statements shall be dated as of the same date, covering the period from the beginning of the fiscal year to the date of the Statement of Financial Position.
- c) Purpose and Review: These reports are intended to provide the Board of Directors with a clear and accurate overview of the Corporation's financial status and to facilitate informed decision-making regarding the Corporation's operations and activities.
- d) Record Keeping: Copies of these financial reports shall be maintained with the official records of the Corporation.

7.3.6 Fiscal Policies and Controls. The Board of Directors is authorized to develop and adopt fiscal policies and controls as part of the Corporation's broader Policies and Procedures framework. These fiscal policies may encompass internal controls, accounting practices, conflict of interest

guidelines in financial matters, and financial audit procedures. All fiscal policies shall be consistent with the general governance framework outlined in these Bylaws, and are subject to revision by a majority vote of the Directors then in office.

7.4 Directors and Officers Liability Insurance.

The Corporation shall maintain insurance at its expense to protect itself and any Director, trustee, Officer, employee or agent of the Corporation.

7.5 Managers.

The Board of Directors may contract or hire one or more employees (e.g. an Executive Director, Manager, etc.), to properly conduct the day-to-day operations of the Corporation as defined by the Board of Directors.

Managers shall:

- a) report to the President,
- b) provide written monthly activities updates to the President,
- c) upon invitation appear before the Board of Directors at Regular and Special meetings, and,
- d) Make disbursements on accounts and expenses provided for in the budget as authorized by the President and Treasurer.

7.5.1 Title. The title, roles, and responsibilities as specified herein may be changed from time to time by resolution of the Board without amendment to these Bylaws.

7.5.2 Position as Director. Managers shall not be eligible to serve as a Regular Director of the Corporation.

7.5.3 Annual Employee Performance Evaluation. Managers shall have an objective annual evaluation which shall:

- a) be prepared by the Vice President or Board designee and reviewed by the President;
- b) include a formal review and recommendation for compensation, and,
- c) be submitted in writing to the Board no later than the Annual Meeting.

7.5.4 Removal. Managers are at will employees of the Board and may be removed by a majority vote of the Board when in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract right, if any, of the person so removed.

7.5.5 Additional Employees. In accordance with the budget approved by the Board, and with Board approval, Managers have the discretion to select, evaluate, and replace any additional personnel as needed to fulfill their respective responsibilities.

7.6 Additional Personnel.

The Board of Directors may contract or hire additional personnel or services necessary to properly conduct and account for fundraising, business activities, or any needs of the Corporation, as defined by the Board of Directors.

Only individuals who are formally recognized as employees of the Corporation are subject to performance evaluations as stipulated in these Bylaws. Contractors, other corporations, and professional service providers are not governed by these Bylaws in a manner that would constitute control over their work methods, hours, or other operational aspects. Such non-employee parties may be subject to separate contractual agreements that outline performance expectations and deliverables but are not subject to internal monitoring or review processes as set forth in these Bylaws.

7.6.1 Additional Personnel Reporting. Personnel contracted or hired by the Board shall:

- a) report to the President or Board designee.

7.7 Notice and Communication.

The Corporation is committed to efficient and environmentally responsible communication. Whenever possible and permitted by law and these bylaws, the Corporation will use electronic communication to deliver notices.

7.7.1 Form of Notice. All notices under these bylaws shall be in the form of a record unless explicitly allowed as oral notice in specific circumstances outlined by the articles, bylaws, or as governed by RCW.

7.7.2 Delivery of Notice. Notice may be delivered in person, by mail, commercial delivery service, or electronic transmission to the recipient's address shown in the Corporation's current record.

7.7.3 Effectiveness of Notice. Notice is deemed effective at the earliest of: when received; when left at the recipient's residence or usual place of business; five days after its correct addressing and posting or deposit with a commercial delivery service; or the date shown on a return receipt.

7.7.4 Electronic Communication. Electronic notices are considered received when they enter an electronic system designated or used by the recipient and are in a form capable of being processed by that system. Receipt is presumed at this point, regardless of whether an individual is aware of it. The Corporation's obligation is fulfilled upon the successful transmission of the notice to the appropriate system.

7.7.5 Revocation of Electronic Notice. An individual may revoke their authorization to receive notices by electronic transmission at any time by delivering a revocation in the form of a record to the Corporation. The Corporation is deemed to have received such revocation if it cannot deliver two consecutive notices or communications to the individual's address as shown in the Corporation's records, and this inability becomes known to the person responsible for giving

notice. The revocation becomes effective upon the Corporation's awareness of the inability to deliver the notices or communications.

7.7.6 Governing Provisions. If the articles, bylaws, or RCW prescribe specific notice requirements for particular circumstances, those requirements govern. Where oral notice is permitted, it is effective when communicated in a comprehensible manner.

ARTICLE VIII EMERGENCY POWERS

8.1 Declaration of Emergency.

An emergency is defined as any situation that significantly disrupts the normal operations of the Corporation, including but not limited to natural disasters, acts of war, terrorism, pandemics, and government declarations of emergency. The declaration of an emergency shall be made by the Board of Directors or, if they are unable to meet, by the President or any available officer.

8.2 Scope of Emergency Powers.

During an emergency, the Executive Committee is granted expanded powers to ensure the continuity of the Corporation's operations. These powers include but are not limited to:

- a) Making decisions without a formal meeting if meeting as a quorum is not practical.
- b) Temporarily amending standard operating procedures.
- c) Allocating resources for emergency response.
- d) Entering into contracts without the usual approvals if immediate action is necessary.

8.3 Meeting and Decision Making:

Notice of meetings during an emergency need only be given to those Executive Committee members reachable, in any practicable manner. The presence of one or more officers may deem a meeting valid.

8.4 Modified Decision-Making Process.

In an emergency, decisions may be made via electronic communication, including video conference, or teleconference. A majority vote of the Directors participating in such communication shall constitute an official decision of the Board. In the event of votes by email, the rules for Unanimous Consent as outlined in the Bylaws shall apply.

8.5 Duration of Emergency Powers.

Emergency powers shall be effective immediately upon declaration of an emergency and remain in effect until the Board deems the emergency resolved, or for a period not to exceed six (6) months, whichever is shorter. Extensions may be granted by a majority vote of the Board.

8.6 Communication of Emergency Decisions.

All decisions made under emergency powers shall be communicated to the full Board, staff, members, and when appropriate other stakeholders as soon as reasonably possible.

8.7 Compliance with Laws and Bylaws.

Actions taken under emergency powers must comply with all applicable laws, regulations, and the overarching bylaws of the Corporation, except where compliance is demonstrably not feasible due to the emergency. These actions must uphold the integrity and values of the Corporation.

8.8 Amendments of Emergency Powers.

Amendments or termination of these emergency powers can be made through the standard amendment procedures outlined in these bylaws.

8.9 Ratification.

As soon as practicable after the termination of the emergency, the Board of Directors shall meet to review, ratify, or nullify any decisions or actions taken under the emergency powers.

ARTICLE IX MISCELLANEOUS AND AMENDMENTS

9.1 Severability

If any part of these bylaws is found to be invalid or unenforceable, the remaining provisions shall continue in full force and effect. The Corporation will address any inconsistencies or invalid provisions in a timely and lawful manner to ensure the continued effectiveness and compliance of these bylaws.

9.2 Amendments.

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the vote of a majority of the number of Directors in office at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments or alterations and they shall be submitted to the Board in writing at least ten (10) days in advance of the meeting at which they are to be acted upon.