

**BYLAWS  
OF  
THE BENTON-FRANKLIN CO. HUMANE SOCIETY INCORPORATED  
A NON-PROFIT CORPORATION**

**ARTICLE I  
NAME and TERM**

The name of this corporation shall be The Benton-Franklin Co. Humane Society Incorporated, and it is referred to in these Bylaws as the "Corporation." The duration of this Corporation is perpetual unless sooner dissolved by complete compliance with Article XIII of the Corporation's Article of Incorporation and Article XIII of these Bylaws.

**ARTICLE II  
OFFICES**

**SECTION 1. PRINCIPAL OFFICE:** The principal office for the transaction of business of this Corporation is located in the City of Kennewick, County of Benton, State of Washington.

**SECTION 2. REGISTERED OFFICE:** The registered office of the Corporation shall be maintained in the State of Washington, and may be, but not need be, identical with the principal office. The address of the Registered Office may be changed from time to time by resolution of the Board of Trustees.

**ARTICLE III  
PURPOSE and POWERS**

**SECTION 1. PURPOSE:** The Corporation is formed and shall operate exclusively for educational, charitable, and public safety purposes as a non-profit organization dedicated to preventing cruelty to animals and fostering the creation of a more responsible and humane community within the meaning of Section 501(c)(3) of the Internal Revenue Code. The Corporation will maintain and operate a no-kill shelter for the benefit of residents of the Mid-Columbia region. For the purpose of this organization and these bylaws a no-kill shelter is defined as saving both adoptable (healthy) and treatable dogs and cats, with euthanasia reserved only for non-rehabilitatable animals.

**SECTION 2. POWERS:** The Corporation is empowered to exercise any and all powers authorized by the Washington Nonprofit Corporation Act (RCW 24.03) subject to any restrictions in the Articles of Incorporation as a result of its organization exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. These powers include, but are not limited to, the power to

contract, rent, buy, or sell personal or real property, invest both assets secured by the Corporation and services provided by the Corporation resulting in development as program related investments, provided, however, that this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in the furtherance of the primary purposes of this Corporation. No portion of the investment returns will inure to the benefit of any member, Director, Trustee, Officer or staff member of the Corporation.

#### **ARTICLE IV MEMBERSHIP**

The Corporation may, at any time, establish or discontinue, a non-voting membership class. When establishing such a membership class the Board of Trustees will set an annual membership fee for entities and/or individuals wishing to join a non-voting membership class of the Benton-Franklin Co. Humane Society by paying a membership fee. No member of this Corporation whether voting, or non-voting, including members of the Board of Trustees and their officers shall represent the Corporation in any manner to any outside person or organization except when clearly authorized to do so.

#### **ARTICLE V BOARD OF TRUSTEES**

**SECTION 1. PURPOSE, POWERS, and DUTIES:** The Corporation shall be managed by a Board of Trustees. The Board of Trustees has the general power and fiduciary responsibility to: 1) formulate and set the policy for the operation of the Corporation; 2) control and direct the affairs, funds, and property of the Corporation; 3) be responsible for the Corporation's finances; 4) enter into contracts necessary to accomplish Corporation goals; 5) disburse the Corporation's monies and dispose of its property in fulfillment of its Corporate purpose; provided, however, that the fundamental and basic purposes of the Corporation, as expressed in its Articles of Incorporation shall not hereby be amended or changed, and provided further, that the Board of Trustees shall not permit any part of the net earnings or capital of the Corporation to inure to the benefit of any private individual. The Board of Trustees, at their discretion, shall have the power to hire such individuals and companies deemed necessary to manage the day-to-day operations and provide designated professional services necessary to conduct the affairs of the Corporation.

**SECTION 2. NUMBER:** The number of Trustees, which shall be not less than five (5) nor more than thirteen (13), shall be fixed from time to time by the Trustees then serving in office, except that a Trustee's term may not be shortened by a reduction in the Board size.

**SECTION 3. ELECTION:** New members to the Board of Trustees may be elected to serve at any time during the fiscal year of the Corporation provided that the new member

meets the requirements of: being sponsored by at least one (1) current Board member who has served for a minimum of twelve (12) months on the Board of Trustees of this corporation; attended at least two (2) Board meetings; provided clear documentation that no conflict of interest exists between the potential Board member and the Corporation; agrees to abide by the standards of conduct of the Corporation and these Bylaws and all future amendments to these Bylaws; and is subsequently voted into office at a regularly scheduled Board meeting, at which a quorum is present, by a majority of the Board members currently serving at that time of that meeting. Board members may also be elected at the Annual Meeting by a majority vote of all Board members serving at the time of the Annual Meeting. In both instances a quorum of all current Board members must be present and a majority of those present must vote in favor of the electing of the member.

**SECTION 4. TERM OF OFFICE:** Trustees shall be elected to office for a term of two (2) years, or until their successors are duly elected and qualified, except in the case of their death, resignation, removal from office, or the special provisions provided for in Article VII, Section 4 of these Bylaws. A Trustee may serve, if elected, up to six consecutive years on the Board of Trustees by being elected to a second and a third consecutive two-year term, but may not be elected to a fourth consecutive two-year term. A Trustee may be re-elected to the Board after a lapse of one year following completion of three consecutive full two-year terms in office. The elected Trustees shall be divided into four classes of approximately equal size to provide for the election of approximately one-fourth of the elected Trustees annually.

**SECTION 5. VACANCIES:** Vacancies in the Board, however arising, shall be filled by a majority vote of all Trustees then serving in office, at any regular meeting of the Board, or at a special meeting of the Board called for that purpose, provided a quorum is present. A person shall be nominated for a Trustee position by the Nominating Committee and the list of any such nominees shall be included with the notice of the meeting at which the election is proposed. The new Trustee will fill the unexpired term of the Trustee vacating the Board.

**SECTION 6. RESIGNATION and REMOVAL OF TRUSTEES:** Any Trustee may resign by giving written notice of his or her resignation to the Board or to the President or Secretary of the Corporation. Such resignation shall take effect at the time specified in such notice and the acceptance of such resignation shall not be necessary to make it effective. Any Trustee may be removed from office, with or without cause, by a two-thirds vote of all Trustees then serving in office. Three consecutive absences from regular Board of Trustee meetings may be cause to remove the absent Trustee from office and create a vacancy on the Board.

**SECTION 7. COMPENSATION:** No member of the Board of Trustees shall receive compensation for his or her services as a member of the Board of Trustees. The Board may authorize reasonable reimbursement of expenses to any Trustee for actual expenses incurred on behalf of the Corporation as the Board of Trustees may deem reasonable. Nothing herein shall preclude a Trustee from serving the Corporation in any other

capacity and receiving reasonable compensation for such service. Any member of the Board of Trustees performing services unrelated to his or her duties as a member of the Board of Trustees shall at all times maintain a loyalty to the Corporation by not requesting compensation for their services in excess of their normal charges for the same or similar services assessed others.

**SECTION 8. PERSONAL LIABILITY:** No Trustee or any uncompensated officer of the Corporation shall be personally liable to the Corporation or its members, if any, for monetary damages for conduct as a Trustee or uncompensated officer provided that this Article shall not eliminate the liability of a Trustee or uncompensated officer for any act or omission occurring prior to the date when this Article becomes effective and for any act or omission for which elimination of liability is not permitted under the Washington Nonprofit Corporation Act. Any Trustee or uncompensated officer shall be entitled to indemnification for any expenses or liability incurred in his or her capacity as a Trustee or uncompensated officer as provided by the Washington Nonprofit Corporation Act.

**SECTION 9. EX OFFICIO TRUSTEES, HONORARY TRUSTEES, or TRUSTEES EMERITUS:** From time to time, by majority vote of the Trustees then serving in office, the Board of Trustees may designate ex officio Trustees with vote or ex officio Trustees without vote. Ex officio Trustees with vote shall be counted in determining whether or not a quorum is present at a meeting. Ex officio Trustees without vote shall not be counted in determining the presence of a quorum. The Board also may appoint Honorary Trustees and/or Trustees Emeritus. The terms of such appointments shall be determined by a majority vote of the Trustees then serving. An Honorary Trustee or Trustee Emeritus shall have none of the obligations of the Board, but shall be entitled to all of the privileges except those of making motions, of voting, and of holding office. Ex Officio Trustees, Honorary Trustees, and/or Trustees Emeritus may have their title and privileges removed for taking any action, or causing any action to be taken, that is contrary to the mission and/or overall successful operation of the Corporation, by a two-thirds majority vote of the Trustees serving in office.

## **ARTICLE VI MEETINGS**

**SECTION 1. ANNUAL MEETING:** The annual meeting of the Board of Trustees shall normally be held during the month of January each year, or on such other date as may be fixed by the Board of Trustees. The annual meeting may be combined with a regular meeting of the Board of Trustees. The purpose of the annual meeting shall be for the election of Board members, election of Officers, receiving reports of officers and committees, and for any other business that may arise. The program agenda and arrangements for the annual meeting shall be under the control and direction of the President.

**SECTION 2. REGULAR MEETINGS:** Regular meetings of the Board of Trustees shall be held on the third Monday of every month or on such other date and frequency that

shall be fixed by the Board of Trustees, normally at its annual meeting. Meetings may be held anywhere in Benton or Franklin County Washington. However, if no location has been determined, meetings shall be held at the principle place of business of the Corporation.

**SECTION 3. SPECIAL MEETINGS:** Special meetings of the Board of Trustees may be called by the President or by a majority of the members then serving on the Board of Trustees. The purpose of the meeting shall be stated in the call for the meeting. Except in the case of emergency, at least forty-eight (48) hours advance notice of the special meeting shall be given to all Board of Trustee members.

**SECTION 4. TELEPHONE MEETINGS:** Members of the Board or of any committee may participate in a Board meeting through the use of conference telephone or similar communication equipment, so long as all members participating in such meeting can clearly hear one another. Participation in a meeting pursuant to this provision constitutes presence in person at such meeting. Those participating in a meeting by telephone shall be recorded in the minutes of such meeting as being present.

**SECTION 5. NOTICE OF MEETINGS:** Written notice of the time and place of the annual and regular meetings shall be sent to each Trustee to the last known place of business, residence, or contact address of the Trustee at least seven (7) days, but not more than twenty-one (21) days, prior to the date of such meeting. Written notice of annual and regular meetings may be sent by First Class Mail; Facsimile; or Electronic Mail (Email). Notice of a special meeting shall be made to each Trustee to the last known place of business, residence, or contact address of the Trustee at least forty-eight hours in advance of the special meeting. Notice of a special meeting may be made by Facsimile; Electronic Mail (Email); or by telephone directly to the member or by means of a voice mail or similar answering device, or by message left with a responsible person at either home or office of the member.

**SECTION 6. QUORUM:** Unless otherwise provided in these Bylaws or unless required by law, a majority of the Trustees then serving in office shall constitute a quorum for all meetings of the Board of Trustees. In the absence of a quorum, a majority of the Trustees present may, without giving notice other than announcement at the meeting, adjourn the meeting from time to time until a quorum is obtained. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Trustees if any action taken is approved by at least a majority of the required quorum for such a meeting.

**SECTION 7. VOTING:** At any meeting of the Trustees, every voting Trustee present in person at such meeting shall be entitled to one vote and, except as otherwise provided by law or by these Bylaws, the act of a majority of the Trustees present in person at any meeting at which a quorum is present shall be the act of the Trustees.

## **ARTICLE VII OFFICERS**

**SECTION 1. PRINCIPAL OFFICERS:** The principal officers of the Corporation shall be a President, a Vice President, a Treasurer, and a Secretary. All officers shall be elected to office at the annual meeting, after the election of Board members, from among the total Trustees then serving. The Board of Trustees at any meeting may by resolution elect or appoint additional officers or engage agents and employees and determine their terms of office and compensation, if any, as it may deem advisable.

**SECTION 2. DUTIES and POWERS:** Each officer shall perform the duties and exercise the powers usually attendant to their respective offices, including those duties stated in these Bylaws, and such additional powers and duties as may be prescribed by the Board of Trustees from time to time.

**SECTION 3. ELECTION and TERM OF OFFICE:** The officers of the corporation shall normally be elected at the annual meeting of the Board of Trustees after the Board has been filled by the election of Board members. Officers may also be elected at any meeting of the Board at which a quorum is present, by a vote of the majority of the Trustees present in person at the meeting. The Nominating Committee shall prepare a list of nominations for officer positions, and such list shall be mailed to each Trustee then serving, along with the notice of said meeting. An officer shall be elected to serve a two-year term and shall hold office until his or her successor shall have been elected, except in the case of death, resignation, removal as provided in these Bylaws, or the special provisions provided for in Article VII, Section 4 of these Bylaws. Election to office shall not be used to extend the eligible period of service on the Board of any Trustee.

**SECTION 4. OFFICE HOLDING LIMITATIONS:** No Trustee shall hold more than one office at a time. No Trustee may serve in one office for more than two consecutive terms. However, in the event that no person is qualified, or willing, to assume an officer position at the end of the term of a current officer, as prescribed by these Bylaws, and the person currently serving in that officer position is willing to continue serving until another member of the Board of Trustees becomes qualified and is willing to serve, the term limits for the officer currently serving as written in Article V, Section 4 and Article VII, Section 3 of these Bylaws may be suspended for the good of the Corporation by a two-thirds majority vote of the Board members serving in office to allow the officer currently serving to continue to serve in that capacity as needed, or for a period not to exceed one year. Should this special provision be enacted it will be the responsibility of the Board of Trustees to assure that another of their members becomes qualified and is willing to serve as quickly as possible, but in no event shall this take more than one year.

**SECTION 5. REMOVAL OF OFFICERS:** Any officer may be removed, with or without cause, at any time at any Board meeting at which a quorum is present by a vote of two-thirds of the Trustees then serving in office.

SECTION 6. OFFICER VACANCIES: Vacancies among officers, however arising, shall be filled by a majority vote of Trustee present at any regular or special meeting of the Board at which a quorum is present or by enacting the special provision provided for in Article VII, Section 4. The list of nominations for officer positions, recommended by the Nominating Committee, shall be included with the notice of the meeting at which the election is proposed. The Trustee filling the vacated officer position will fill that position for the remaining term of the officer who vacated the position, provided, however, that the Board term of the Trustee filling the vacated officer position will not be extended or diminished.

SECTION 7. PRESIDENT: The President shall be the chief executive officer of the Corporation. The President shall preside at all meetings of the Board and of the Executive Committee and generally do and perform all acts incident to the office of President including the execution of all instruments on behalf of the Corporation such as all checks and documents for which the President's signature is necessary or desirable. The President shall also have such additional powers and duties as may from time to time be assigned to him or her by the Board. Unless otherwise provided for in these Bylaws, the President shall appoint the chairs and members of each Board committee with the approval of the Board. The President will also be an ex officio voting member of each Board committee.

SECTION 8. VICE PRESIDENT: In the absence, or inability to act, of the President, the Vice President shall exercise the powers and perform the duties of President. The Vice President shall also generally assist the President and shall have such other powers and perform such other duties as may from time to time be designated by the President or by the Board of Trustees.

SECTION 9. TREASURER: The Treasurer shall act under the supervision of the Board and shall have charge and custody of, and be responsible for, all the funds of the Corporation and shall keep or cause to be kept, and shall be responsible for the keeping of, accurate and adequate records of the assets, liabilities, and transactions of the Corporation. He or she shall deposit, or cause to be deposited, all monies and other valuable effects of the Corporation in the name of and to the credit of the Corporation in such banks, trust companies, or other depositories as may be designated from time to time by the Board of Trustees. He or she shall disburse, or cause to be disbursed, the funds of the Corporation based upon proper vouchers for such disbursement. In general, he or she shall perform all the duties incident to the office of Treasurer and such other duties as may from time to time be assigned to him or her by the President or the Board. Additionally, he or she shall distribute to the each Trustee the annual budget as approved by the Board not later than January thirty-first of each year. All withdrawals from savings or investment accounts shall require two signatures of persons designated by the Board of Trustees and shall be enforced and monitored by the Treasurer. An Executive Board member must authorize and sign a complete and properly prepared Purchase Order for any expenditure or financial encumbrance in excess of one thousand (\$1000.00) dollars before such expense or financial encumbrance is consummated. Check signing

authority on behalf of the organization shall be delegated by the Board of Trustees as a policy of the organization and is subject to review and/or change from time to time.

**SECTION 10. SECRETARY:** The Secretary shall keep, or cause to be kept, the minutes of all meetings of the Board and of the Executive Committee in one or more books provided for that purpose and shall see that the minutes of meetings of the Board and the Executive Committee are distributed promptly to all members of the Board of Trustees and in no case later than seven days prior to the next scheduled meeting. He or she shall see that all notices are duly given in accordance with these Bylaws and as required by law. He or she shall be custodian of the seal of the Corporation, if one exists, and shall affix and attest the seal to any and all documents the execution of which on behalf of the Corporation under its seal shall have been specially or generally authorized by the Board of Trustees. He or she shall have charge of the books, records, and papers of the Corporation relating to its organization as a corporation and shall see that all reports, statements, and other documents required by law are properly kept or filed, except to the extent that the same are to be kept or filed by the Treasurer. In general, he or she shall perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned to him or her by the President or by the Board of Trustees.

**SECTION 11. BONDING:** Any officer or employee of the Corporation shall, if required by the Board of Trustees, give such security for the faithful performance of his or her duties as the Board of Trustees may require.

## **ARTICLE VIII COMMITTEES**

**SECTION 1. STANDING COMMITTEES:** The Corporation may have the following standing committees 1) Fundraising Committee; 2) Investment Committee; 3) Nominating Committee; and 4) Policies, Procedures and Volunteer Training Committee. These committees shall meet and perform the duties incident to each committee and as directed or assigned by the President or the Board of Trustees. These committees will perform duties in support of the Board but shall not have the power to act on behalf of the Corporation without explicit Board approval.

**SECTION 2. ADDITIONAL COMMITTEES:** The Board of Trustees may at any meeting of the Board designate additional standing committees, ad hoc committees, and/or special committees of the Board. The Board may also appoint an Advisory Council and/or honorary groups. The terms of appointments and expectation of service of any advisory or honorary group shall be determined by the Board of Trustees.

**SECTION 3. MEMBERSHIP:** The President of the Board of Trustees shall appoint the chair and members of each Board Committee with approval of the Board of Trustees. Each committee shall consist of at least three members, at least one of whom shall be a voting member of the Board of Trustees. Unless otherwise provided for in these Bylaws or by the laws of the State of Washington, any committee designated by the Board of

Trustees may include as full voting members of such committees, persons whether or not they are Trustees or Officers of the Corporation, as the Board of Trustees shall determine. Each such committee shall have power to the extent delegated to it by the Board of Trustees and in accordance with the laws of the State of Washington. Each committee shall keep minutes of proceedings and report to the Board of Trustees monthly. At the discretion of the Board of Trustees, at least one member of the management staff of the Corporation may be appointed as an ex officio, non-voting, participating member of each Board committee.

**SECTION 4. EXECUTIVE COMMITTEE:** The Executive Committee shall include in its membership the officers of the Corporation and such other such Trustees as may from time to time be designated by vote of the Board of Trustees. Unless a different person is designated Chair of the Executive Committee by resolution of the Board, the President of the Board shall serve as Chair of the Executive Committee. All members of the Executive Committee shall be voting members of the Board of Trustees.

The Executive Committee shall, during intervals between meetings of the Board, exercise all the powers of the Board in the management of the business and affairs of the Corporation, except as otherwise provided by law, these Bylaws, or by resolution of the Board. The presence of a majority of the members of the Executive Committee then serving in office shall be necessary and sufficient to constitute a quorum and the act of a majority of the members of the Executive Committee present at a meeting of the Committee at which a quorum is present shall be the act of the Committee. The Committee shall keep full and fair records and accounts of its proceedings and transactions. The minutes of the Executive Committee shall be distributed to all members of the Board of Trustees. All actions by the Committee shall also be reported to the Board at its next meeting and shall be subject to approval by the Board. No acts of the Executive Committee shall be in conflict with action taken by the Board.

**SECTION 5. MEETINGS:** Unless otherwise provided for in these Bylaws, a majority of the members then serving on a committee constitutes a quorum for the meeting of the Committee and the vote of a simple majority of those present at a meeting at which a quorum is present, constitutes an action of the Committee. Each committee shall determine and schedule the time, date, location and number of regular meetings it will hold each year.

**SECTION 6. TERM LIMITS:** No person shall serve as committee chair for more than two consecutive one-year terms. Following a one-year absence, that person may be reappointed as chair of the same committee. All committee appointments expire on December 31<sup>st</sup> of the year for which the appointment is made. This Section does not apply to the Executive Committee. A special Board of Trustees meeting will be scheduled during the month of December for the sole purpose of appointing the next year's committee members.

**ARTICLE IX  
MISCELLANEOUS**

SECTION 1. FISCAL YEAR: The fiscal year of the Corporation shall begin on January 1<sup>st</sup> and end on December 31<sup>st</sup> of each year.

SECTION 2. CONTRACTS, CHECKS, BANK ACCOUNTS, ETC.: The Board of Trustees is authorized to select such banks or depositories as it shall deem proper for the funds of the Corporation. The Board shall determine who, if anyone, in addition to the President and the Treasurer, shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for the payment of money, acceptances, notes, or other evidences of indebtedness, to enter into contracts or to execute and deliver other documents and instruments.

SECTION 3. CORPORATE SEAL: If the Corporation is required by law to have a corporate seal or desires to have one, the seal of the Corporation shall be circular in form and shall bear the name of the Corporation, the name of the State, and the year of incorporation.

SECTION 4. LOANS: This Corporation shall not make any loan of money or property to or guarantee the obligation of any Trustee, Officer, or Employee. Provided, however, that this Corporation may advance money to a Trustee, Officer, or Employee of this Corporation or any subsidiary for expenses reasonably anticipated to be incurred in the performance of duties of such Trustee, Officer, or Employee so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

**ARTICLE X  
INDEMNIFICATION**

The Corporation may indemnify any Trustee or Officer, or former Trustee or Officer, his or her heirs or assigns, for any and all judgments, settlement amounts, attorney's fees and litigation expenses incurred by him or her by reason of their having been made a party to litigation due to their capacity or former capacity as a Trustee or Officer of the Corporation. The Corporation may advance expenses where appropriate. Payment of indemnification must be reported at the next regular meeting. The provisions of this section apply to any cause of action arising prior to the adoption of these Bylaws also. The rights of indemnification set forth herein are not exclusive.

A Trustee or Officer is not entitled to indemnification if the cause of action is brought by the Corporation itself against a Trustee or Officer, or if it is determined in judgment that the Trustee or Officer was derelict in the performance of his or her duties, or had reason to believe their action was unlawful.

**ARTICLE XI  
PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised 10<sup>th</sup> Edition*, shall govern the Corporation in all cases in which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Corporation may adopt.

**ARTICLE XII  
TAX EXEMPT STATUS**

The Corporation is organized exclusively for charitable and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. This Corporation shall be empowered, and it is hereby empowered to do any and all other acts or things authorized by Washington State Nonprofit Corporation Act defining the general power of nonprofit corporations; provided that this Corporation shall have a solely charitable purpose as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

No provision of these Bylaws shall be construed to vest any power or authority in Board of Trustees, or any individual, Trustee, Officer, employee or agent that is not allowed a nonprofit corporation exempt from tax by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

**ARTICLE XIII  
DISSOLUTIONS**

Upon the winding up and dissolution of this organization, after paying or adequately providing for the debts and the obligations of the organization to be satisfied, the remaining assets of the Corporation shall be distributed to one or more nonprofit funds, foundations, or corporations which are organized and operated exclusively for educational and charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code and also meets the requirements of the nonprofit code of the State of Washington.

However, if the named recipient is not then in existence, or is no longer a qualified distributee, or is unwilling or unable to accept the distribution, then the assets of this organization shall be distributed to a fund, foundation or organization that is organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code and also meets the requirements of the nonprofit code of the State of Washington.

**ARTICLE XIV**  
**AMENDMENT OF BY-LAWS**

These By-laws may be amended, modified or replaced in whole or in part by an affirmative vote of seventy percent (70%) of the elected members of the Board of Trustees at any regular or special meeting. Written notice of any proposed amendment or modification shall be given to all members of the Board of Trustees at least fifteen (15) days prior to the meeting at which the proposed amendment or modification is voted upon.

Adopted as a total revision to and replacement of all previously existing Bylaws and amendments by this Corporation's by Board of Trustees at their Meeting on the \_\_\_6th\_\_\_ day of \_\_February\_\_, 2008.

\_\_\_Deb Still\_\_\_\_\_   
Secretary

Attest:

\_\_\_Shannon Novakovich\_\_\_\_\_   
President