



AMENDED AND RESTATED BYLAWS OF
THE EVERGREEN CHAPTER OF
THE CLUB MANAGEMENT ASSOCIATION OF AMERICA, INC.



Amended November 9th, 2024

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ARTICLE I
NAME, PURPOSE, AFFILIATION & GEOGRAPHIC BOUNDARIES

Section 1. The name of this organization is the Evergreen Chapter of the Club Management Association of America (Evergreen Chapter or Chapter). The Evergreen Chapter is a non-profit organization incorporated under the laws of the State of Washington.

Section 2. The purpose of the Evergreen Chapter is to advance the relationships of persons connected with the management of clubs and to promote the education and advancement of its members. The Evergreen Chapter shall be organized and governed in accordance with, and agrees to abide by the rules, regulations and Bylaws of the Club Management Association of America (CMAA) in effect and as may be amended. The Chapter shall support the activities and purposes of CMAA within the geographic boundaries of the States of Washington (excluding the city of Vancouver), Idaho and Montana.

ARTICLE II
BOARD OF DIRECTORS

Section 1. Duties and Authority of the Board of Directors.

a. The corporate powers and management of the Chapter shall be vested in and exercised by, and its property and affairs shall be controlled and conducted by, a Board of Directors consisting of seven (7) elected Board members (hereinafter referred to as the "Board"). To assist it in these responsibilities, the Board may form committees composed of at least two (2) Board members who shall serve at the pleasure of the Board.

b. Any Chapter Member who is a member of the CMAA Board of Directors shall be appointed by the Board as an ex-officio member of the Chapter's Board of Directors. He or she shall not have voting rights unless the individual is an elected member of the Chapter's Board. Notwithstanding the term limits as established in Section 2(b) of this Article, he or she shall remain an ex-officio member of the Board for the duration of his or her term on the CMAA Board of Directors.

1. For purposes of these Bylaws, "Member(s)" shall mean the individual who is listed as the member of record on the Chapter's membership roll.

c. The Board shall have general corporate powers to engage in all lawful activities as allowed or permitted under Washington's Nonprofit Corporation Act, applicable case law, federal statutes, its Articles of Incorporation, and these Bylaws including, but not limited to, interpreting the construction of these Bylaws with its decision being final and conclusive so long as it is consistent with applicable law; adopting and amending Chapter Rules governing Members' use, rights, responsibilities, privileges, obligations and all other matters impacting the Chapter; and imposing or approving penalties for any infraction of the Bylaws and/or Rules including, but not limited to, reprimands, monetary fines, suspension and/or expulsion from the Chapter. Any Rules created by the Board shall be consistent with these Bylaws and their interpretation shall rest solely with the Board.

d. The Board shall ensure that no part of the net earnings of the Chapter inure to the benefit of any private individual, except that the Board shall be authorized to pay reasonable compensation for services rendered to the Chapter and to make payments and distributions in furtherance of the purposes set forth herein.

e. The Board shall have the authority to formulate and adopt initiation fees and annual membership dues to be paid by all Members of the Chapter, both new and existing, as well as any assessment the Board deems necessary. If any assessment is approved, the Board shall establish the amount each Member shall pay and the timeframe within which it is to be paid. No portion of any initiation fee, dues or assessments shall be refunded to a Member for any reason, including the termination of his or her membership for any reason. The Board, or these Bylaws, may waive any initiation fee, annual dues and/or assessments for any particular Member or membership class.

f. The Board shall oversee the accounting and financial reporting processes of the Chapter. In addition, the Board shall oversee an annual review or financial audit of the Chapter's financial statements. To that end, the Board shall retain or renew the retention of an independent auditor to conduct such a review or audit of the Chapter's financial records each year. Upon completion thereof, the Board shall examine the results and any related management letter with the independent auditor.

g. The Board, at its discretion, may appoint, supervise and remove an individual to serve as the Managing Director of the Chapter who shall manage Chapter affairs, and be responsible to the Board for all operations and day-to-day administration of the Chapter in accordance with policies established by the Board. Should the Board appoint such an individual, he or she shall prepare budgets for Board approval; incur expenses consistent with the approved budget and Board policies; be authorized to sign all obligations, contracts, and other instruments, including checks of the Chapter as outlined in Article II, Section 4(c)(3); hire, supervise, discipline and terminate, when necessary, Chapter employees; and implement the strategies and long-term goals established by the Board. He or she may delegate these duties as needed.

h. The Board shall adopt such policies and procedures as necessary, and take all reasonable steps, to ensure the Chapter is operated as a tax-exempt entity under Internal Revenue Code section 501(c)(6), and corresponding Washington law, and their successor statutes. The Board shall maintain a conservative posture relative to engaging in activities judged to be outside the definition of a 501(c)(6) organization. The Board shall use best efforts to cause the Chapter to operate in compliance with Internal Revenue statutes, regulations, and guidelines particularly as to "unrelated business income" as that term is defined in such statutes, regulations, and guidelines.

Section 2. Service on the Board of Directors.

a. Only Professional Members of the Chapter, as outlined in Article IV, Section 5(a), are eligible to serve on the Board. In addition, he or she must be part of the Chapter for at least two (2) consecutive years as of the date of the Board election; not have any final decision of discipline imposed against him or her as outlined in Article VI; and be in good standing to be eligible to serve on the Board.

1. For the purposes of these Regulations, "in good standing" shall mean an individual who has satisfied all outstanding obligations to the Chapter, and who is not suspended, expelled, or waiting to complete the resignation process.

b. Members of the Board shall be divided into three (3) classes for the purpose of staggering their terms of office. Board members in each class shall be elected to serve for a term of two (2) years. One class of either two (2) or three (3) Members shall be elected at each Annual Meeting where Board members elections are to be held. Board members may serve an unlimited number of terms, but no Board member may serve more than three (3) consecutive two-year terms without at least a two-year hiatus

from service on the Board. All expiring terms end at the occurrence of the newly elected Board members being sworn-in. If a Board member's successor has not been duly elected and sworn-in, then the term shall end and the new one begin when his or her successor has met these requirements.

c. No Board member shall receive remuneration for his or her official services, but may be reimbursed for reasonable expenses incurred if approved by the Board. No Board member shall use his or her position for personal gain. Such activity shall be deemed a conflict of interest and shall be a cause for removal under this Article. Each Board member shall perform his or her duties in good faith, in a manner he or she believes to be in or not opposed to the best interests of the Chapter and with such care, including a duty of reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

1. The Board shall adopt and oversee the implementation of, and compliance with, a Conflict of Interest and Related Party Transactions Policy to ensure that its Board members, officers and key persons act in the Chapter's best interest and comply with applicable legal requirements. At the beginning of each year, all Board members, officers and key persons shall review and execute a statement that they shall abide by these policies.

d. No Board member shall be liable to the Chapter for monetary damages for any action taken, or any failure to take any action, as a Board member except to the extent the Board member receives any benefit in cash, other property, or services to which he or she is not legally entitled; or through intentional misconduct or a knowing violation of law including, but not limited to, criminal law or the Washington Nonprofit Corporation Act. Additionally, no Board member shall be liable to a Member of the Chapter for monetary damages for any action taken, or failure to take any action, as a Board member except for a knowing infliction of harm upon the Member; or an intentional violation of criminal law or the Washington Nonprofit Corporation Act that results in harm or loss to the Member.

1. This subsection shall not affect the liability of a Board member for any act or omission occurring prior to the date this provision becomes effective.

2. If the Washington Nonprofit Corporation Act is hereafter amended to further eliminate or limit the personal liability of Board members, then the liability of a Board member shall be eliminated or limited to the full extent permitted by the Washington Nonprofit Corporation Act, as so amended.

3. Any repeal or modification of this subsection shall not adversely affect any right or protection of a Board member existing at the time of such repeal or modification for or with respect to an act or omission of such Board member occurring prior to such repeal or modification.

e. A Board member may resign at any time upon written notice to the Board President or the Secretary/Treasurer. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective. Members may remove a Board member, with or without cause, by a majority vote of those Members eligible to vote during a meeting at which a quorum is present. The Board may remove a Board member, with or without cause, if he or she was appointed by the Board to fill a vacancy. The Board may remove any other Board member, but only for cause, by a two-thirds (2/3) affirmative vote of the Board during a meeting at which a quorum is present. "For cause" shall mean failure to attend three (3) consecutive Board meetings during the fiscal year, or failure to meet or maintain any one of the requirements to be eligible to serve as a

Board member. In each case, the Board member in question shall be given written notice of such action at least seven (7) days prior to such meeting and shall be entitled to attend the meeting, with or without counsel, to present evidence that refutes the charges or that provides a defense to the claims.

1. For purposes of these Bylaws, "Member(s) eligible to vote" shall mean Professional Members who are in good standing.

f. In the case of a vacancy on the Board for any reason, the Board shall fill such vacancy by appointment. That appointment shall last through the remaining unexpired portion of the term. The appointment and any subsequent election to fill an unexpired term shall not count toward that individual's maximum of three (3) consecutive two-year terms on the Board. In the case of a vacancy involving a Board member who has been nominated for re-election, any Member appointed to fill such vacancy shall also replace the former Board member as a nominee for election.

Section 3. Board Election Procedure.

a. At the August Regular Meeting of the Board, the President of the Board shall appoint and the Board shall approve a Nominating Committee from its ranks, including a Chairperson for the Committee. No Board member may serve on the Nominating Committee if he or she is seeking re-election to the Board.

b. The Nominating Committee shall review the Board positions up for election, find suitable candidates to fill those positions and notify the Board with the proposed slate at least two (2) months prior to the Annual Meeting. The total number of nominees selected by the Nominating Committee shall equal the number of Board positions up for election at the Annual Meeting. The Board shall then approve or disapprove the slate as recommended by the Nominating Committee.

c. In addition, nominations may come directly from Members eligible to serve on the Board if five (5) or more such individuals nominate a candidate or candidates by petition. Said petition must be signed by those Members and submitted to the Chapter's Secretary/Treasurer, or his or her designee, at least two (2) months prior to the Annual Meeting. There may be no more than two (2) candidates nominated by petition for each Board position up for election in the current year, but may be less. If there are more nominations that reach the signature threshold than Board positions, the nominees with the highest number of signatures on their petitions shall be selected in descending order until the permissible number has been reached.

d. Upon receipt of the nominations as outlined in subsections (b) and (c) of this Section, the Secretary/Treasurer, or his or her designee, shall verify that those nominated are eligible to serve on the Board and have been nominated in accordance with the provisions of these Bylaws. At least thirty (30) days prior to the Annual Meeting, those verified nominees shall be included on the official ballot and provided to the Members in the Notice of Annual Meeting as outlined in Article V, Section 8(b).

e. If the number of nominees equals the number of Board positions up for election, then those nominees shall be declared elected. If there are more nominees than the number of Board positions up for election, the election shall be held at the Annual Meeting with voting conducted in person, by electronic voting system and/or the use of remote communication, but not by proxy. Participation by a Member in the Annual Meeting in person or through the use of remote communication constitutes presence in person at the Annual Meeting. The Board may adopt procedures and guidelines for the use of remote communication to permit the individual presiding over the Annual Meeting to verify that a

Member voting is actually the Member eligible and entitled to vote and to maintain a record of any vote. All voting shall be conducted in accordance with the instructions provided by the Board in the Notice of Annual Meeting as outlined in Article V, Section 8(b), including when the polls will open and close. Those instructions shall also be restated by the President of the Board during the Annual Meeting.

1. For purposes of these Bylaws, "remote communication" shall mean any communications process that provides a transmission including, but not limited to, by telephone, telecopy, video or electronic means, from which it can be determined that the transmission was authorized by the Member, verifies that each person participating remotely is a Member and that accurately reflects his or her intention. Said process shall also provide Members a reasonable opportunity to participate in the meeting and to vote on all matters, including being able to read or hear the proceedings, participate in the proceedings, and contemporaneously communicate with the persons who are physically present at the meeting. Additionally, it shall record and maintain a record of any votes or other actions taken by remote communication at the meeting. For any meeting at which one or more Members may participate by means of remote communication, the Chapter shall deliver notice of the meeting to each Member by a means which the Member has authorized and provide complete instructions for participating in the meeting by remote communication.

f. During a Board election, there shall be no cumulative voting and no preemptive rights. At the Annual Meeting where an election is held, the candidate with the highest number of votes shall be declared elected to one Board position. For each remaining Board position on the ballot, the candidate with the next highest number of votes shall be declared elected. This shall continue until all Board positions on the ballot are filled.

g. In the event two or more candidates receive an equal number of votes and each cannot be declared elected, a Special Member Meeting shall be held as soon as possible to conduct the runoff election between the tied candidates using the same procedure as outlined above without further nominations.

h. In the case of any dispute prior to or during the Board election, the act of a majority of the current Board shall govern. On request of the President, other person presiding at the meeting, or any Member eligible to vote at the meeting, the Board shall make a written report of any challenge, question or matter determined by them. Any report made by them shall be prima facie evidence of the facts therein stated, and the report shall be filed with the minutes of the meeting.

Section 4. Officers of the Chapter

a. The officers of the Chapter shall be a President, a Vice President, and a Secretary/Treasurer. All officers shall be Board members. An individual may serve in more than one office contemporaneously, except he or she may not serve as both President and Secretary/Treasurer.

b. All officers shall be elected to a one-year term. He or she may serve an unlimited number of consecutive or nonconsecutive terms in each Chapter office. Such election shall be by a plurality vote of the newly elected and incumbent Board members at the Organizational Meeting of the Board. All expiring officers' terms end at the occurrence of the newly elected officers being sworn-in following the Organizational Meeting or the end of his or her Board term, whichever occurs first. If an officer's successor has not been duly elected and sworn-in, then the term shall end and the new one begin when his or her successor has met these requirements.

c. Powers and Duties.

1. The President shall preside at all Board and Member Meetings and is authorized to sign all obligations, contracts, other instruments, and checks unless otherwise provided by the Board or these Bylaws. The President shall perform such other tasks as designated by the Board or these Bylaws.

2. The Vice President shall be vested with all the powers and shall perform all the duties of the President in his or her absence or disability and any other tasks as designated by the Board or these Bylaws. In the absence of the President and the Vice President, the Board members in attendance at a meeting may elect its presiding officer pro tempore.

3. The Secretary/Treasurer shall keep a record of the proceedings of the Chapter, including keeping the minutes of Board and Member Meetings; disseminating notices in accordance with these Bylaws or as required by the law; acting as custodian of the Chapter's corporate records and Seal; and maintaining a register listing the name, address, membership class and date of admission of each Member of the Chapter, among other tasks. The Secretary/Treasurer shall also keep full and accurate accounts of receipts and disbursements in books belonging to the Chapter and shall deposit and invest all monies and other valuable effects in the name and to the credit of the Chapter, in such depositories, interest-bearing instruments or specific investments as may be designated by the Board. The Secretary/Treasurer shall disburse the funds of the Chapter as may be ordered and authorized by the President or by the Board, taking proper vouchers for such disbursements. He or she shall provide to the President and Board at Regular Board Meetings, and at such other times as the President or Board may require it, an account of all of his or her transactions as Secretary/Treasurer, and of the financial condition of the Chapter. He or she shall also perform any other tasks as designated by the Board or these Regulations. The Secretary/Treasurer may delegate his or her responsibilities to a designee. The Secretary/Treasurer shall be authorized to sign all checks of the Chapter. All checks over \$40,000.00 shall be signed by the Secretary/Treasurer or President and the Managing Director. All other checks may be signed by the President or Managing Director without a countersignature.

d. Any officer may resign at any time upon written notice to the Board President or the Secretary/Treasurer. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective. An officer may be removed from his or her office, with or without cause, at a Regular or Special Board Meeting by an affirmative vote of the Board. In the case of a vacancy in the office of President, Vice President, Secretary/Treasurer either through removal or otherwise, the Board shall fill such vacancy. The appointment shall be for the remaining unexpired term.

e. No officer shall receive remuneration for his or her official services, but may be reimbursed for reasonable expenses incurred if approved by the Board.

ARTICLE III
BOARD MEETINGS

Section 1. The Board shall hold Regular Meetings of the Board at a time and place as called by the President of the Board. Board members may participate in Regular Meetings of the Board as outlined in Section 6 of this Article. No formal notice shall be issued for a Regular Meeting of the Board other than as required under Section 6.

Section 2. A Special Meeting of the Board of Directors may be called by the President, the Secretary/Treasurer or any two (2) Board members. Notice of such Special Meeting shall be given at least seven (7) days prior to said meeting. The notice shall state the time, date and place of the Special Meeting and shall be mailed, by USPS or electronically, or given personally to each Board member. Notice of a meeting need not be given to any person who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting unless, at the beginning of the meeting or promptly upon arrival, he or she objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 3. The Organizational Meeting of the Board shall take place immediately after the Annual Member Meeting, or as close thereto as possible. It shall be called to elect the officers of the Board for the new year, appoint committee members and to consider any other matters dealing with the functioning of the Board for the coming year. The previous year's Board President, or its Vice President, Secretary/Treasurer, in that order and if still on the Board, shall preside over the election of officers. If none is present, then the Board member with the longest tenure shall preside. Following the election, the new President shall preside over the remainder of the meeting and all further meetings for the duration of his or her term, unless otherwise unable.

Section 4. At any meeting of the Board, a majority of the total number of Board members then in office and entitled to vote shall constitute a quorum for the transaction of business.

Section 5. Whenever any action is to be taken by vote of the Board, it shall be passed by an affirmative vote of a majority of the Directors entitled to vote who are present in person or by use of remote communication equipment, as outlined in Section 6, during a meeting where a quorum is attained, unless a greater majority vote is so required by the law, the Certificate of Incorporation or these Bylaws.

Section 6. Any or all Board members may participate in a meeting of the Board or of a committee by, or the Board or committee may conduct any such meeting through the use of, remote communication. Participation pursuant to this Section shall constitute presence in person at such meeting. For any meeting at which one or more Board member may participate by means of remote communication, notice of the meeting must be delivered to each Board member by a means which he or she has authorized and provide complete instructions for participating in the meeting by remote communication.

Section 7. A Board member who is present at a meeting when action is taken is considered to have assented to the action taken unless he or she objects at the beginning of the meeting or promptly upon arrival to holding it or transacting business at the meeting; or dissents or abstains from the action; or he or she delivers notice of his or her dissent or abstention to the President or Secretary/Treasurer before or during the meeting or before the approval of the minutes of the meeting.

Section 8. Any action required or permitted to be taken at a meeting of the Board or any committee thereof may be taken without a meeting if all members of the Board or of the committee, as the case may be, consent thereto in writing and the written consents are delivered to the Secretary/Treasurer of the Chapter. The consents shall have the same effect as a unanimous vote of the Board or committee for all purposes and shall be recorded as such in the minutes of the next Board meeting. In no event may the period between the date of the first signature of a Board member on such a consent and the date on which all remaining Board members have executed the consent be more than sixty (60) days.

Section 9. All meetings of the Board shall be conducted in accordance with the procedures established in "Robert's Rules of Order," as revised.

ARTICLE IV
MEMBERS

Section 1. The Board may make provisions for establishing membership classes, including membership qualifications, requirements and governing policies. All membership qualifications and requirements shall be in accordance with the Bylaws of CMAA.

Section 2. A Member of the Chapter shall have all rights, responsibilities, privileges and obligations pertaining to the membership class to which he or she is then admitted.

Section 3. All Members of a membership class described below, other than those specifically excepted by the Board or these Bylaws, shall pay all initiation fees, dues, assessments, fees, and other charges as outlined in the Chapter's Bylaws and/or Rules and as required by the Board. No portion of a Member's initiation fee, dues, assessments, fees or other charges incurred or paid by a Member shall be refunded or repaid to him or her upon his or her cessation of membership in the Chapter, regardless of how that cessation of membership occurred.

Section 4. Each individual who wishes to be considered for membership in any of the Chapter's membership classes shall submit an application as prescribed by the Board. Within a reasonable time thereafter, the Board shall review the same and either accept or reject said application. Upon acceptance, the applicant shall remit the appropriate initiation fee and full or pro-rated dues, as applicable, and assessments and will then be entitled to all rights, responsibilities, privileges and obligations of membership in the class to which he or she was admitted. If his or her application is rejected, he or she may not submit another application within twelve (12) months from the date of that rejection.

Section 5. Membership Classes of the Evergreen Chapter are:

a. Professional Membership – A Professional membership is reserved for those who meet the requirements of the Professional membership class as defined under CMAA's Bylaws. A Professional Member shall have the right to vote on all Chapter matters and to hold office.

b. Associate Membership – An Associate membership is reserved for those who meet the requirements of the Associate membership class as defined under CMAA's Bylaws. An Associate Member shall not have the right to vote on Chapter matters or to hold office.

c. Retired Membership – A Retired membership is reserved for those Professional or Associate Members who have retired from their club management or club related employment position. A Retired Member shall not be required to pay assessments associated with his or her membership, and shall not have the right to vote on Chapter matters or to hold office.

d. Student Membership – A Student membership is reserved for those individuals pursuing club management as a career at a two or four-year accredited college or university as an undergraduate or graduate student. A Student Member shall not be required to pay an initiation fee, annual dues or assessments associated with his or her membership, and he or she shall not have the right to vote on Chapter matters or to hold office. Student Members shall be reviewed annually by the Board to determine if they are still eligible to be a part of this membership class.

e. Faculty Membership – A Faculty membership is reserved for those individuals who teach a hospitality or related class at a two or four-year accredited college or university for undergraduate or graduate students. A Faculty Member shall not have the right to vote on Chapter matters or to hold office.

f. Honorary Membership – An Honorary membership is reserved for those who meet the requirements of the Honorary membership class as defined under CMAA’s Bylaws. An Honorary Member shall not be required to pay an initiation fee, annual dues or assessments associated with his or her membership, and he or she shall not have the right to vote on Chapter matters or to hold office.

Section 6. The Board reserves the right to establish, amend or eliminate the rights, responsibilities, privileges and obligations found within each membership class, as permitted by law, and/or to establish, amend, or eliminate any membership class, as permitted by law.

Section 7. Nothing herein shall alter the rights, responsibilities, privileges and obligations of Members in any membership class in place prior to the adoption of these Bylaws unless the Member agrees to the rights, responsibilities, privileges and obligations found in any membership class established by these Bylaws.

Section 8. No Member of the Chapter shall be personally liable for the acts, debts, liabilities, or obligations of the Chapter, and shall be further exempt from execution and attachment therefrom.

ARTICLE V MEMBER MEETINGS

Section 1. All Member Meetings may be held in person at a date, time and place, in or out of the State of Washington, as provided by the Board or may be held by means of remote communication or both.

Section 2. If a Member Meeting is held in person, Members not physically present may attend the meeting and vote by the use of remote communication. All Members so attending shall be deemed to be present in person at the meeting. If the Member Meeting is held by means of remote communication, all Members so attending shall be deemed to be present in person at the meeting. The Board shall adopt procedures and guidelines for the use of remote communication at a Member Meeting.

Section 3. At least ten percent (10%) of the total Members eligible to vote who are present either in person or by remote communication shall constitute a quorum for the transaction of business at any Member Meeting.

Section 4. Members eligible to vote shall be entitled to one (1) vote per membership on each matter up for vote at a Member Meeting. Whenever any action is to be taken by vote of the Members, other than the election of Board members who shall be elected by a plurality of the votes, it shall be passed by a majority of the votes cast at such a meeting by the Members eligible to vote thereon, unless a greater number is so required by these Bylaws. Vote tabulation and the dissemination of the result(s) shall be done by the Secretary/Treasurer of the Board, unless otherwise noted.

Section 5. The Annual Meeting shall be held during the last two months of each year at a time and at such place (if any), as determined by the Board. Said meeting shall be held for the purposes of providing officer and staff reports to the Members; conducting, tabulating and disseminating the results of the election for those Board member whose terms are ending; and for such other business as may be properly brought before the membership.

Section 6. A Special Member Meeting shall be held if the President so requests it, if three (3) Board members so request it, or upon receipt of a written request for such meeting by not less than twenty percent (20%) of the total Members eligible to vote. After verification by the Secretary/Treasurer, or his or her designee, that the method for calling such meeting was done appropriately, he or she shall set the date, time and place (if any) for the meeting to convene, which shall be thirty (30) days from the date of verification of the request. Notice of the meeting shall then be given to the Members eligible to vote as outlined in Section 8 of this Article.

Section 7. The record date for any Member Meeting shall be forty-five (45) days before the meeting.

Section 8. Notice of a Member Meeting shall be given by the Secretary/Treasurer at least ten (10) days and not more than forty (40) days before the date of the meeting to each Member who, on the record date for notice of the meeting, is eligible to vote thereat. The day on which the notice is given shall be excluded, and the day on which the Member Meeting is to be held shall be included. Notice shall be distributed as outlined in Section 9 of this Article. The notice shall include:

a. The date, time and place (if any) of the Member Meeting, and that a Member eligible to vote may use remote communication to participate in the Member Meeting, with a description of the remote communication to be used;

b. In the case of a Member Meeting where Board members are to be elected, the names of all those who are nominated as candidates as well as all election procedures, including use of an electronic voting system or the process for submitting a ballot by remote communication;

c. In the case of a Special Member Meeting, the general nature of the business to be transacted, and that no other business may be transacted; and

d. All other matters which the Board, at the time the notice is given, intends to present for action by the Members.

Section 9. Notice of a Member Meeting shall be given by personal delivery, by letter or by email, addressed to a Member at the address of the Member appearing on the books of the Chapter or given by the Member to the Chapter for purpose of notice. If notice is given by personal delivery or by the use of email, the notice shall be deemed to have been given when delivered or transmitted. If notice is sent by U.S. mail, including express mail, overnight delivery service or courier service, the notice shall be deemed to have been given when deposited in the mail, with the overnight delivery service or with the courier service.

Section 10. The Secretary/Treasurer shall make a list of the names and addresses of Members entitled to notice and their total eligible votes. Said list shall be available to Members, their agents or attorneys to examine within two (2) business days after the Notice Date and continuing through the Member Meeting.

Section 11. All Member Meetings shall be conducted in accordance with the procedures established in "Robert's Rules of Order," as revised.

ARTICLE VI MEMBER DISCIPLINARY MATTERS

Section 1. If a Member violates the Chapter's Bylaws, Rules, or if his or her acts or personal conduct is deemed to be disorderly, illegal, dishonest, improper or likely to endanger the welfare, safety, harmony or good reputation of the Chapter, its employees or its Members, whether such acts or personal conduct took place during a Chapter event or not, then that Member may be reprimanded, fined, suspended or expelled from the Chapter by the Board.

Section 2. Any complaint against a Member for violating the Chapter's Bylaws, Rules or for his, her acts or personal conduct shall be in writing and directed to the President of the Board or, if the complaint is against the President of the Board, then to the Secretary/Treasurer. The Board shall then take disciplinary action as outlined in Section 3 of this Article.

Section 3. Member Disciplinary Process.

a. The Board shall review the complaint, which shall include a summary of the facts upon which the complaint is based, at its next scheduled meeting.

b. If, in the sole judgment of the Board, the complaint is insufficient to warrant further inquiry, the matter shall be concluded with no action taken against the Member. If, in the sole judgment of the Board, the complaint is sufficient to warrant further inquiry, the Board shall present charges against the individual and call for a disciplinary hearing. The Board, or its designee, shall notify the individual charged, by letter or email, not less than fifteen (15) days prior to the hearing. The notice shall state:

1. The date and time of the hearing;
2. The charges and a concise summary of the facts upon which they are based;
3. That not less than five (5) days before the hearing, the individual may file with the committee a written statement setting forth any and all of his or her defenses;
4. That the individual is entitled to attend the hearing, with or without counsel, and present evidence that refutes the charges or that provides a defense for his or her actions;
5. That representatives of the Chapter, its employees, other Members, and other persons who may have relevant information regarding the charges may also provide testimony; and
6. That there is a possibility of reprimand, fine, suspension or expulsion if the charges are found to be true.

c. At the hearing, testimony shall be given by the individual charged and others, as outlined in the notice. If the individual charged does not attend the hearing, the Board shall consider his or her written statement, if any, in lieu of his or her testimony.

d. At the conclusion of the hearing and after due time provided for deliberation, a decision regarding whether the individual should be disciplined shall be made by a majority vote of the Board members present at such meeting. The individual shall be notified of the decision in person at the hearing or, if not present, by letter or email.

e. If the Board determines that discipline is appropriate, it shall then determine the punishment. The punishment of a written or verbal reprimand, a fine, or suspension shall require a majority vote of the Board members present at such meeting. The punishment of expulsion shall require a two-thirds (2/3) vote of the Board members present at such meeting. The individual shall be notified of the decision in person at the hearing or, if not present, by letter or email, and the punishment shall begin immediately after the determination of the Board.

f. All votes of the Board shall be by secret ballot, and the decision of the Board shall be final.

g. A suspended individual may not participate in any of the Chapter's events in any manner until his or her suspension has ended and he or she has been reinstated as outlined in Section 6.

Section 4. Any Member who fails to pay his or her initiation fee, dues, assessments, fees or other charges as determined by the Board within the time noted on his or her bill shall be considered delinquent. Any Member who pays by check but whose check is not honored or who frequently or habitually gives checks to the Chapter which are returned unpaid or who pays by credit card and those charges are declined shall be considered delinquent. Any delinquent Member is responsible for a monthly late payment penalty and/or interest as permitted by law as well as the costs incurred to collect any amounts owed to the Chapter including, but not limited to, penalties imposed by the Chapter based on a check not being honored, court fees, attorneys' fees, agency fees and administrative costs. Any delinquent Member shall have the following actions taken against him or her:

a. Upon the occurrence of the Member being deemed delinquent, the Chapter's Secretary/Treasurer, or his or her designee, shall provide written notice to the Member, by letter or email, demanding payment, along with any appropriately applied costs and penalties, within sixty (60) days from the original due date.

b. If the Member does not satisfy the outstanding obligations, including any appropriately applied costs and penalties and any other fees or costs as required by the Board and permitted by law, within the timeframe allotted, the Secretary/Treasurer shall automatically expel that Member from the Chapter. Such action shall be reported to the Board at its next scheduled meeting.

Section 5. All Member complaints shall be held in confidence except to the extent necessary to resolve them and as provided under this Article.

Section 6. During any period of suspension, the suspended Member shall be responsible for all initiation fee, dues, assessments, fees and other charges arising or incurred prior to the suspension or arising from contract. The suspended Member shall not be relieved of the responsibility for paying his or her initiation fees, dues, assessments, fees and other charges arising during the period of suspension, and shall not be reimbursed any of those for the period of suspension. Prior to any Member being reinstated from a suspension, a condition precedent to the reinstatement shall be payment to the Chapter of all outstanding obligations of any kind.

Section 7. Any Member who is expelled shall have his or her membership immediately terminated. The termination of membership in the Chapter through expulsion shall end any further rights or privileges in the Chapter. He or she shall not be relieved or released from any outstanding indebtedness, liability or other obligations incurred under or in any way connected to the membership and the covenants and obligations incident thereto, including, but not limited to, any remaining initiation fee payments owed, and he or she shall not be reimbursed any funds paid prior to the expulsion. Any Member who has been expelled shall not be eligible for membership again unless, as a condition precedent, he or she shall pay to the Chapter all outstanding obligations of any kind.

ARTICLE VII AMENDMENTS TO BYLAWS

Section 1. The Board and/or any Member eligible to vote may proposed amendment(s) to these Bylaws, which must be approved as described in Section 2 of this Article.

Section 2. Any proposed amendment(s) must be approved by a majority vote in the affirmative by the Members eligible to vote at any Member Meeting. Notice of such a meeting shall comply with the requirements as outlined in Article V, Section 8, and shall include the proposed amendments.

ARTICLE VIII
INDEMNIFICATION

Section 1. The Board may authorize the indemnification of any Board member, officer, employee, or agent (hereinafter "official(s)") of the Chapter who was or is a party or is threatened to be made a party or to be brought forward as a witness in any pending or completed action, suit or proceeding whether civil, criminal, including civil or criminal administrative, arbitrate or investigative proceedings, and whether formal or informal, by reason of the fact that he or she was or is an official of the Chapter, against any reasonable and necessary expenses including, but not limited to, attorneys' fees, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding. No indemnification may occur from any such action by or in the right of the Chapter against any such official, except as outlined in Section 3 of this Article.

a. To receive indemnification for costs arising from any civil action, suit or proceeding, such official must be determined to have conducted himself or herself in good faith and, in the case of conduct in his official capacity with the Chapter, in a manner which he or she reasonably believed to be in the best interests of the Chapter and, in all other cases, in a manner that was at least not opposed to the best interests of the Chapter.

b. To receive indemnification for costs arising from any criminal action, suit or proceeding, such official must be determined to have meet the requirements of Section 1(a) of this Article and that he or she had no reasonable cause to believe his or her conduct was unlawful.

Section 2. The termination of any action, suit or proceeding by judgement, order, settlement, conviction or plea of nolo contendere or its equivalent shall not, by itself, create a presumption that the official did not act as required under Section 1(a) or (b) of this Article.

Section 3. The Board may authorize the indemnification of any official who is, was or is threatened to be made a party to any potential, pending or completed action, suit or proceeding, by or in the right of the Chapter. This indemnification shall satisfy all reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action, suit or proceeding.

a. To receive indemnification for said costs, such official must be not be adjudged liable to the Chapter in any manner.

b. To receive indemnification in connection with any proceeding charging improper personal benefit to the official, whether or not involving action in his or her official capacity, the official must not be adjudged liable on the basis that personal benefit was improperly received by him or her.

Section 4. Unless ordered by a court of competent jurisdiction, indemnification under Sections 1 and 3 of this Article may only be authorized upon a determination that the official met the applicable standards of conduct as set forth in those Sections. Such determination shall be made as follows:

a. By the Board of Directors through a majority vote of a quorum of the Board who are not parties to the proceeding at the time of the vote.

b. If a quorum cannot be obtained under subsection (a) above, then by a majority vote of a committee duly created by the Board, in which Board members who are parties to the proceeding may

participate in creating the committee, consisting solely of two or more Board members not at the time parties to the proceeding.

c. By special legal counsel selected by the Board or its committee in the manner prescribed in (a) or (b) or, if a quorum of the Board cannot be obtained under subsection (a) above and a committee cannot be created under subsection (b) above, selected by majority vote of the full Board in which Board members who are parties may participate; or

d. By the Members eligible to vote at a Member Meeting, but Board members who are at the time parties to the proceeding may not vote on the determination.

Section 5. Indemnification authorized by this Article shall continue for a person who has ceased to be an official of the Chapter and shall inure to the benefit of the heirs, executors and administrators of such a person as long as the matter for which indemnification is sought occurred while he or she was an official of the Chapter.

Section 6. The Chapter may advance expenses incurred in defending any proceeding before the final disposition of the proceeding upon receipt from the official of an executed written affirmation of his or her good faith belief that he or she has met the standard of conduct described in Sections 1 and/or 3 of this Article, as applicable, and a pledge by or on behalf of the official to repay the amount if it is determined ultimately that he or she is not entitled to be indemnified as authorized by this Article.

Section 7. An official who is a party to a proceeding may apply for indemnification or advance of expenses to the court conducting the proceeding or to another court of competent jurisdiction if the Chapter does not provide payment once indemnification is required as described in Section 1 and/or 3 of this Article, as applicable.

Section 8. The foregoing right of indemnification shall not be exclusive of but in addition to all other rights any such official may be entitled to as a matter of law.

Section 9. The Board may purchase and maintain insurance on behalf of any person who is or was an official of the Chapter against liability asserted against him or her and incurred by him or her in any such capacity or arising out of their status whether or not the Chapter would have the power to indemnify him or her against such liability under the provisions of this Article.

Section 10. The provisions of this Article and the several rights to indemnification created hereby are independent and severable and shall remain in full effect and enforceable in the event any other such provisions or right shall be held by a court of competent jurisdiction in which an action relating to such provisions or rights is brought to be against public policy or otherwise to be unenforceable.

ARTICLE IX DISSOLUTION

Section 1. The Board may propose dissolution of the Chapter by passing a resolution suggesting the same. Upon passage of said resolution, the proposal of dissolution shall be submitted to the Members entitled to vote for approval or disapproval as outlined below.

a. The Board shall recommend dissolution to the Members entitled to vote, unless the Board determines that because of conflict of interest or other special circumstances it should make no recommendation and communicates the basis for its determination to the Members entitled to vote.

b. The Board may condition its submission of any proposal for dissolution on any basis, including approval of the proposed plan of distribution.

c. The Board shall give notice to each Member, whether or not entitled to vote, of the Member Meeting to vote on dissolution that includes the following, in addition to the requirements as outlined in Article V, Section 8:

1. That the purpose, or one of the purposes, of the meeting is to consider dissolving the Chapter.

2. How the assets of the Chapter will be distributed after all creditors have been paid or how the distribution of assets will be determined.

3. That the Members entitled to vote on the dissolution must approve the proposal and the distribution plan by the affirmative vote of at least a majority of those attending the Member Meeting at which a quorum is present for it to become effective.

Section 2. Upon approval of dissolution of the Chapter by the Members eligible to vote, the Board shall:

a. Ensure that all known liabilities and obligations of the Chapter are paid, satisfied, and discharged, or adequate provision is made to pay, satisfy, and discharge those liabilities.

b. Ensure that all property held for charitable purposes by the Chapter, if any, is applied and distributed consistently with the Chapter's Articles of Incorporation, such that the property is not diverted from charitable purposes.

c. Ensure that any property held by the Chapter with a condition requiring its return, transfer, or conveyance by reason of the Chapter's dissolution is returned, transferred, or conveyed in accordance with the requirements of that condition.

Section 3. Upon satisfaction of the requirements outlined in Section 2, all remaining assets of the Chapter, if any, shall be distributed to a similar organization that is recommended by the Board and approved by the Members eligible to vote at the Member Meeting to approve the dissolution of the Chapter.

Section 4. At any time after dissolution is authorized, the Chapter shall dissolve by filing with the State of Washington Secretary of State articles of dissolution, accompanied by a revenue clearance certificate issued pursuant to RCW 82.32.260, and any amendments thereto, as required by the Washington Nonprofit Corporation Act.

ARTICLE X MISCELLANEOUS

Section 1. No loans shall be made by the Chapter to its Board members or officers or to any party or entity related to a Board member or officer. Board members who vote for or assent to the making of such a loan and any officer or officers participating in the making of such a loan shall be jointly and severally liable to the Chapter for the amount of such loan until the repayment thereof. Such activity by any Board member or officer shall be cause for removal under these Bylaws.

Section 2. The Chapter's fiscal year shall begin on the 1st day of January and end on the 31st day of December each year.

Section 3. The Chapter shall keep at its registered office in this State of Washington the following: current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; a record of

Members', officers' and Board members' names and addresses; minutes of the Member Meetings, Board Meetings and any minutes which may be maintained by Board committees. Records may be written or electronic if capable of being converted to writing. All books and records of the Chapter may be inspected by any Member, or his or her agent or attorney, for any proper purpose at any reasonable time.

Section 4. When used in these Bylaws, words of the masculine gender include the feminine and the neuter. When the sense so indicates, words of the neuter gender may refer to any gender.

Section 5. Without further approval of the Members, the Board may correct such errata and scrivener's error as may exist in printed versions of these Bylaws.