SPOKANE SOCIETY OF THE ARCHAEOLOGICAL INSTITUTE OF AMERICA

(AMENDED AND REVISED BY-LAWS 2017)

The name of this corporation is Spokane Society of the Archaeological Institute of America (the Corporation).

Article I: OFFICES

Registered Office and Registered Agent. The registered office of the corporation shall be located in the state of Washington at such place as may be fixed from time to time by the board of directors upon filing of such notices as may be required by law. The registered agent shall have a business office identical with such registered office.
Other Offices: The Corporation may have other offices within or outside the state of Washington at such place or places as the board of directors may from time to time determine.

Article II: AFFILIATION

2.01 The Society is an independent entity.
2.02 The Society is affiliated with the Archaeological Institute of America (hereafter referred to as the AIA or the Institute) through the granting of a Charter issued by the AIA after an acceptance vote by the AIA Council.
2.03 The Society has agreed to the following stipulations:
a) To promote the AIA's mission;
b) To function within the guidelines of the AIA and not to adopt any regulations that conflict with those of the AIA;
c) To engage in no activity that would damage the name of the AIA or undermine its mission, including engaging in transactions that remove artifacts from public and scholarly access;
d) To maintain a membership consisting of a minimum number of persons as required by the AIA, currently 35.
2.04 The Society understands that failure to follow these stipulations can result in the revoking of its Charter by a vote of the AIA Council. If its Charter is revoked, the Society loses its affiliation with the AIA and the right to use the AIA name.

Article III: MEMBERS

The corporation shall have two (2) classes of members. Regular members shall consist of all persons who are members of the Archaeological Institute of America, and, in addition, members' spouses and students enrolled full-time in a school or college, who have contributed a nominal annual membership fee determined by the corporation's board of directors. Honorary members shall consist of those persons so designated by the board of directors. All membership fees and qualifications shall be determined by the board of directors on an annual basis. Each member of each class shall be entitled to vote on all matters submitted to a vote of the corporation's members. Student, spouse and honorary memberships may not be transferred to other Societies of the Archaeological Institute of America.

Article IIIB: MEMBERS' MEETINGS

To engage in any other lawful activity which may hereafter be authorized from time to time by the Board of Directors; provided, however, that the purposes for which the corporation is formed shall at all times be consistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including within such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

A. This corporation shall have the power to do all lawful acts or things necessary, appropriate, or desirable to carry out and in furtherance of its purposes described in Article III which are consistent with the Washington Nonprofit Corporation Act and Section 501(c)(3) of the Code
B. No substantial part of the activities of this corporation shall be devoted to attempting to influence legislation by propaganda or otherwise, and the corporation shall not participate in, or intervene in (including the publication or distribution of statement with respect to) any political campaign on behalf of or in opposition to any candidate for public office.
C. The Board of Directors is authorized to make, alter, amend, or repeal the Bylaws of this corporation and members shall have the power to alter, amend, or repeal such Bylaws only as provided therein.
D. This corporation shall have no capital stock and no part of the net earnings of this corporation shall inure in whole or in part to the benefit of, or be distributable to, any officer, director, or other individual having a personal or private interest in the activities of the corporation, or to any persons or organization other than an organization which is exempt from federal income taxation under Sections 501(c)(3) of the Code, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make reimbursement for reasonable expenses incurred in it behalf, and to make payments and distributions in furtherance of the purposes stated in Article III.

3.01 Meeting Place. All meetings of the members shall be held at the registered office of the corporation, or at such other place as shall be determined from time to time by the board of directors, and the place at which any such meeting shall beheld shall be stated in the notice of the meeting.

3.02 Annual Meeting Time. The annual meeting of the members for the transaction of such business as may properly come before the meeting, shall be held each year during the month of March.

3.03 Annual Meeting: Order of Business. At the annual meeting of the members, the order of business shall be as follows:

a. Calling the meeting to order.
b. Proof of notice of meeting (or filing of waiver).
c. Reading of minutes of last annual meeting.
d. Reports of officers.
e. Reports of committees.
f. Miscellaneous business.

3.04 Special Meetings. Special meetings of the members for any purpose may be called at any time by the President or the board of directors.

3.05 Notice.

a. Notice of the time and place of the annual meeting of the members and of regular meetings other than the annual meeting shall be given by delivering personally or by mailing a written or printed notice of the same, at least ten (10) days, and not more than 50 days prior to the meeting.

b. At least ten (10) days and not more than fifty (50) days prior to the meeting, written or printed notice of each special meeting of members, stating the place, day, and hour of such meeting, and the purpose or purposes for which the meeting is called, shall be delivered personally, or mailed.

3.06 Waiver of Notice. A waiver of any notice required to be given any member, signed by the person or persons entitled to such notice, whether before or after the time stated therein for the meeting, shall be equivalent to the giving of such notice.

3.07 Voting. A member may vote in person or by proxy executed in writing by such member or such member's duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date it is executed, unless otherwise provided in the proxy. A member may vote for the election of directors by mail or by any other method permitted by this Section 3.07.

3.08 Quorum. One quarter (1/4) of the members entitled to vote represented at a meeting in person or by proxy (or in the case of election of directors not present but voting by mail) shall be necessary and sufficient to constitute a quorum for the transaction of business.

Article IV: BOARD OF DIRECTORS

4.01 Number and Powers. The management of all the affairs, property and interests of the corporations shall be vested in a board of directors consisting of no more than nine (9) persons elected by the membership at the annual meeting of the corporation. Directors must be member. The board of directors elected at the initial annual meeting shall be divided into three (3) classes (Class A, Class B, and Class C), each consisting, as nearly as possible, of one third (1/3) of the total number of directors elected at that time. The term of office of Class A directors shall expire at the next annual meeting following the annual meeting at which they are elected. The term of office of the Class B directors shall expire at the next annual meeting thereafter. The term of office of the Class C directors shall expire at the third annual meeting following the annual meeting at which they are elected. At each annual meeting after the initial annual meeting, directors shall be elected for a term of three (3) years to succeed the directors whose terms expire at such meeting. In addition to the powers and authorities expressly conferred upon it by theses Bylaws and Articles of Incorporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by theses Bylaws directed or required to be exercised or done by the members of the corporation.
4.02 Change of Number. The number of directors may at any time be increased or decreased by amendment of these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent officer.
4.03 Vacancies. All vacancies in the board of directors, whether caused by resignation, death, or otherwise, may be filled by the affirmative vote of the remaining directors even though less than a quorum of the board of directors. A director elected to fill any vacancy shall hold office for the unexpired term of the predecessor director and until a successor is elected and qualified.
4.04 Duties of Directors.

a. Due care and loyalty. Each person who is a director shall perform the duties of a director, including any duties the director may have as a member of any committee:

1. In good faith;
2. In a manner the director reasonably believes to be in the best interest of the corporation ; and
3. With the care an ordinarily prudent person in a like position would use under similar circumstances.

b. Right to rely on experts. In performing corporate duties, a director may rely on information, opinions, reports, or statement, including financial statements of other financial data prepared or presented by:

1. One (1) or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented;
2. Legal counsel, public accountants, or other persons concerning matters which the director reasonably believes to be within their professional or expert competence; or
3. A committee, the deliberations of which the director reasonably believes merits confidence, concerning matters within the committee's designated authority.

c. Failure to act in good faith. A director fails to act in good faith if the director relies on information provided by the above persons even though the director has knowledge concerning a particular matter that would make reliance on the information unwarranted.

4.05 Regular Meetings.
Regular meetings of the board of directors may be held at the registered office of the corporation or at such other place or places either within or without the state of Washington, as the board of directors may from time to time designate. The annual meeting shall be held without notice at the registered office of the corporation at 7 p.m. on March 31st of each year, or at such other time nd place as the board of directors shall designate by written notice. In addition to the annual meeting, there shall be regular meetings of the board of directors held, with proper notice, not less frequently than once each calendar quarter.
4.06 Special Meetings.

Special meetings of the board of directors may be called at any time by the president or upon written request by any two (2) directors. Such meetings shall be held at the registered office of the corporation or at such other place or places as the directors may from time to time designate.

4.07 Notice.

Notice of all special meetings of the board of directors (and of all regular meetings other than the annual meetings to be held at the place and time designated in Section 4.05) shall be given to each director by three (3) days prior service of the same by telegram, by letter, or personally. Such notice need not specify the business to be transacted at, nor the purpose of, the meeting.

4.08 Quorum.

One-third (1/3) of the whole board of directors shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business.

4.09 Waiver of Notice.

Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of any business because this meeting is not lawfully called or convened. A waiver of notice signed by the director or directors, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.

4.10 Registering Dissent.

A director who is present at a meeting of the board of directors at which action on a corporate matter is taken shall be presumed to have assented to such action unless the director shall faile awritten dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a director who voted in favor of such action.

4.11 Executive and other Committees.

The board of directors may appoint, from time to time, from its own number, standing or temporary committees consisting each of nor fewer than two (2) directors. Such committees may be vested with such powers as the board may determine by resolution passed by a majority of the full board of directors. No such committee shall have authority of the board of directors in reference to amending, altering, or repealing these Bylaws; electing, appointing, or removing any member of any such committee or any director or officer of the corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, or exchange of all or substantially all of the property and assets of the corporation other than in the ordinary course of business; authorizing the voluntary dissolution of the corporation or adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the board of director which by its terms provides that it shall not be amended, altered, or repealed by such committee. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the corporation. The designation of any such committee and the delegation of authority thereto, shall not relieve the board of directors, or any member thereof, of any responsibility imposed by law.

4.12 Remuneration.

No stated salary shall be paid directors, as such, for their service, but by resolution of the board of directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of such board; provided, that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore. Members of special or standing committees may be allowed like compensation for attending committee meetings.

4.13 Loans.

No loans shall be made by the corporation to any director.

4.14 Removal.

Any director may be removed at any time, with or without cause, by the affirmative vote of two-thirds (2/3) of the votes cast by members having voting rights with regard to the election of any director represented in person or in proxy at a meeting of members at which a quorum is present. Notice stating that named director shall be considered for removal and the cause for such removal must be mailed to the director prior to a duly called meeting of the board of directors at the same time nd in the same manner prescribed for the notice of the meeting. Absence from three (3) consecutive meetings of the board of directors will be cause for removal.

4.15 Action by Directors Without a Meeting.

Any action required or permitted to be taken at a meeting of the directors, or of a committee thereof, may be taken without a meeting by a written consent setting forth the action so to be taken, signed by all of the directors, or all of the members of the committee, as the case may be, before such action is taken. Such consent shall have the same effect as a unanimous vote. Any such action may also be ratified after it has been taken, either at a meeting of the directors or by unanimous written consent.

Article V: OFFICERS

5.01 Designations.

The officers of the corporation shall be a president, one(1) of more vice presidents (one (1) or more of whom may be executive vice presidents), a secretary and a treasurer, and such assistant secretaries and assistant treasurers as the board may designate. All officers shall be nominated for (1) year terms by the board of directors and elected by the membership at the annual business meeting. Such officers shall hold office until their successors are elected and qualify. Any two (2) or more offices may be held by the same person, except the offices of president and secretary.

5.02 The President.

The president shall preside at all meetings of the board of directors, shall have general supervision of the affairs of the corporation, and shall perform such other duties as are incident to the office or are properly required of the president by the board of directors.

5.03 Vice Presidents.

During the absence or disability of the president, the executive vice presidents, if any, or any of the vice presidents in the order designated by the board of directors, shall exercise all the functions of the president. Each vice president shall have such powers and discharge such duties as may be assigned to the vice president from time to time by the board of directors.

5.04 Secretary and Assistant Secretaries.

The secretary shall issue notices for all meetings, except for notices of special meetings of the members and the board of directors which are called by the requisite number of directors, shall keep minutes of all meetings, shall have charge of the seal and the corporate books, and shall make such reports and perform such other duties as are incident to the office, or are properly required of the secretary by the board of directors. The assistant secretary, or assistant secretaries, in the order designated by the board of directors, shall perform all of the duties of the secretary, and at other times may perform such duties as are directed by the president of the board of directors.

5.05 The Treasurer.

The treasurer shall have the custody of all monies and securities of the corporation and shall keep regular books of account. The treasurer shall disburse the funds of the corporation in payment of the just demands against the corporation or as may be ordered by the board of directors (taking proper vouchers for such disbursements) and shall render to the board of directors from time to time as may be required, an account of all transactions undertaken as treasurer and of the financial condition of the corporation. The treasurer shall perform such other duties as are incident to the office or are properly required by the board of directors. The assistant treasurer, or assistant treasurers, in the order designated by the board of directors, shall perform all of the duties of the treasurer in the absence or disability of the treasurer, and other times may perform other such duties as are directed by the president or the board of directors.

5.06 Delegation.

If any officer of the corporation is absent or unable to act and no other person is authorized to act in such officer’s place by the provisions of these Bylaws, the board of directors may from time to time delegate the powers or duties of such officer to any other officer or any other director or any other person it may select.

5.07 Vacancies.

Vacancies in any office arising from any cause may be filled by the board of directors at any regular or special meeting of the board.
5.08 Other Officers.
The board of directors may appoint such other officers or agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the board of directors.
5.09 Loans.
No loan shall be made by the corporation to any officer.
5.10 Term – Removal.
The officers of the corporation shall hold office until their successors are chosen and qualified. Any officer or agent elected or appointed by the board of directors may be removed at any time, with or without cause, by the affirmation vote of a majority of the whole board of directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.
5.11 Bonds.
The board of directors may, be resolution, require any and all of the officers to provide bonds to the corporation, with surety or sureties acceptable to the board, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the board of directors.
5.12 Salaries.
The officers of the corporation shall receive no salary. However, officers shall be reimbursed for reasonable expenses actually incurred in the performance of their duties. The president shall recommend salaries for other employees, and the board of directors shall approve or amend such recommendations.
5.13 Repayment.
Any payments made to a director, officer, or other employee of the corporation for compensation, salary, bonus, interest, rent, or expense incurred by the party which shall be determined to be unreasonable in whole or in part by the Internal Revenue Service pursuant to Section 4941 (d)(2)(E) of the Internal Revenue Code of 1986, as amended, shall be reimbursed by such director, officer, or employee to the corporation to the full extent of such determination of unreasonableness. It shall be the duty of the board of directors to enforce repayment of each such amount. In lieu of repayment by the director, officer, or employee, subject to the determination of the board of directors, amounts may be withheld from future compensation or expense reimbursement payments of the director, officer, or employee until the amount owed to the corporation shall have been receovered.

Article VI: DEPOSITORIES

Upon any dissolution of this corporation under provisions of the laws of the state of Washington for nonprofit corporations, all of its assets remaining after payment of creditors shall be distributed to one (1) or more organizations selected by the Board of Directors which are qualified as exempt from taxation under the provisions of Sections 501(a) and 501(c)(3) of the Code, or any successor statutes, and which further the purposes set forth in Article III. In no event shall any of the corporation's assets be distributed to the officers, directors, or members of the corporation.

A. If this corporation becomes a private foundation within the meaning of Section 509 of the Code, as long as its private foundation status continues, the following provisions shall apply in the management of its affairs:
    1 Each year the corporation shall distribute the income of the corporation, for the purposes specified in Article III, at such time and in amounts at least sufficient to avoid liability for the tax imposed by Section 4942 of the Code;
    2 The corporation shall not engage in any act of "self-dealing" (as defined in Section 4941(d) or the Code) which would give rise to any liability for the tax imposed by Sections 4941(a) of the Code;

3 The corporation shall not sell, exchange, distribute, or otherwise dispose of any "excess business holdings" (as defined in Section 4943(c) of the Code) which would give rise to any liability for the tax imposed by Section 4943(a) of the Code;

4 The corporation shall not make any investments which would jeopardize the carrying out of any of its exempt purposes (within the meaning of Section 4944 of the Code) and which would, therefore, give rise to any liability for the tax imposed by Section 4945(a) of the Code; and

5 The corporation shall not make any "taxable expenditures" (as defined in Section 4945(d) of the Code) which would give rise to any liability for the tax imposed by Section 4945(a) of the Code.

B. This corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation by the affirmative vote of a majority of the directors present at a meeting of the Board of Directors.
C. This corporation shall have one or more classes of members as defined in the Bylaws.

Article VII: NOTICES

Except as may otherwise be required by law, any notice to any member or director may be delivered personally or by mail. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at the addressee's last known address in the records of the corporation, postage prepaid.

Article VIII: SEAL

The corporate seal of the corporation, if any, shall be in the form and bear such inscription as may be adopted by resolution of the board of directors, or by usage of the officers on behalf of the corporation.

Article IX: INDEMNIFICATION DEFINITIONS.

9.01 Indemnification Definitions. For purposes of this Article:

a. "Corporation" includes any domestic or foreign predecessor entity of a corporation in a merger or other transaction in which the predecessor's existence ceased upon consummation of the transaction.
b. "Director" means an individual who is or was a director of the corporation or an individual who, while a director of the corporation, is or was serving at the corporation's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. A director is considered to be serving an employee benefit plan at the corporations request if the director's duties to the corporation also impose duties on, or otherwise involve services by, the director to the plan or to the participants in or beneficiaries of the plan. "Director" includes, unless the context requires otherwise, the estate or personal representative of a director.
c. "Expenses" include counsel fees.
d. "Liability" means the obligation to pay a judgement, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses incurred with respect to a proceeding.
e. "Official capacity" means:
    1. When used with respect to a director, the office of a director in the corporation; and
    2. When used with respect to an individual other than a director, as contemplated in Section 9.06, the office in the corporation held by the officer or the employment or agency relationship undertaken by the employee or agent on behalf of the corporation.

"Official capacity" does not include service for any other foreign or domestic corporation or any partnership, joint venture, trust, employee benefit plan, or other enterprise.

f. "Party" includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding.

g. "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal.

9.02 Indemnification.

a. Right to indemnity. Except as provided in subsection d., the corporation shall indemnify an individual made a party to a proceeding because the individual is or was a director against liability in the proceeding if:

1. The individual acted in good faith; and
2. The individual reasonably believed:
    a. In the case of conduct in the individual's official capacity with the corporation, that the individual's conduct was in its best interests; and
    b. In all other cases, that the individual's conduct was at least not opposed to its best interests; and
3. In the case of criminal proceeding, the individual had not reasonable cause to believe the individual's conduct was unlawful.

b. Conduct concerning employee benefit plans. A director's conduct with respect to an employee benefit plan for a purpose the direction reasonably believed to be in the interests of the participants in and beneficiaries of the plan is conduct that satisfies the requirements of subsection a.2.b.

c. Legal Proceedings. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the director did not meet the standard of conduct described in this Section.

d. Limits of Indemnity. The corporation shall not indemnify a director under this Section:

1. In connection with a proceeding by or in the right of the corporation in which the director is adjudged liable to the corporation; or
2. In connection with any other proceeding charging improper personal benefit to the director, whether or not involving action in the director's official capacity, in which the director was adjudged liable on the basis that personal benefit was improperly received by the director.

e. Coverage of reasonable expenses. Indemnification provided under this Section in connection with a proceeding by or in the right of the corporation is limited to reasonable expenses incurred in connection with the proceeding.

9.03 Advances for Expenses.

a. Advances. The corporation shall pay for or reimburse the reasonable expenses incurred by a director who is party to a proceeding in advance of final disposition of the proceeding if:

1. The director furnishes the corporation a written affirmation of the director's good faith belief that the director has met the standard of conduct described in Section 9.02; and
2. The director furnishes the corporation a written undertaking, executed personally or on the director's behalf, to repay the advance if it is ultimately determined that the director did not meeting the standard of conduct.

b. Director's undertaking. The undertaking required by subsection a.2 must be an unlimited general obligation of the director, but need not be secured and may be accepted without reference to financial ability to make repayment if the board determines that the risk the advance will not be repaid is reasonable under the circumstances.

9.04 Determination and Authorization of Indemnification.

a. Determination of proper conduct. The corporation shall not indemnify a director unless authorized in the specific case after a determination has been made that the indemnification of the director is permissible in the circumstances because the director has met the standard of conduct set forth in Section 9.02.

b. Board determination. The determination shall be made:

1. By the board by majority vote of a quorum consisting of directors not at the time parties to the proceeding;
2. If a quorum cannot be obtained under subsection 1., by majority vote of a committee duly designated by the board (in which designation directors who are parties may participate), consisting solely of two (2) or more directors not at the time parties to the proceedings;
3. By special legal counsel:
a. Selected by the board or its committee in the manner prescribed in subsection 1 or 2; or
b. If a quorum of the board cannot be obtained under subsection 1 and a committee cannot be designated under subsection 2, selected by majority vote of the full board (in which selection directors who are parties may participate).

c. Authorization of indemnification. Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled under subsection b.3. to select counsel.

9.05 Indemnification of Officers, Employees and Agents.
The corporation shall indemnify and advance expenses under Section 9.02 through 9.05 to an officer, employee, or agent of the corporation who is not a director to the same extent as to a director.

9.06 Insurance.
The corporation may purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee, or agent of the corporation, or who, while a director, officer, employee or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against liability asserted against or incurred by the individual in that capacity or arising from the individual’s status as a director, officer, employee, or agent, whether or not the corporation would have power to indemnify the individual against the same liability under Section 9.02.

Article X: CONTRACTS AND CONVEYANCES

All contracts, deeds, conveyances, negotiable instruments, and other instruments of like character which have first been approved by the board of directors shall be signed by the president or vice president and by the secretary or as otherwise directed by the board of directors. No contract of any officer of the corporation shall be valid without previous authorization or subsequent ratification of the board of directors.

Article XI: BOOKS AND RECORDS

The corporation shall keep accurate and complete books and records of account and shall keep minutes of the proceedings of its board of directors; and shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its directors, giving the names and addresses of all directors.
In the event there is a conflict between a provision of these By-laws and the Internal Revenue Code of 1986, as amended, a mandatory provision of the Articles of Incorporation or a mandatory provision of the laws of the state of Washington, then any conflicts shall be resolved by giving priority to the Internal Revenue Code of 1986, as amended, then the mandatory provisions of laws of the state of Washington, and finally the mandatory provision of the Articles of Incorporation shall control.

Article XII: AMENDMENTS

The board of directors shall have the power to make, alter, amend and repeal the Bylaws of this corporation; provided, that the board will not approve any such alteration, amendment, or repeal that would adversely impact the rights of any class of members unless such alteration, amendment, or repeal shall first have received the approval of two-thirds (2/3) of the members of such class.

Article XIII: CHARITABLE PURPOSE/NEGATION OF PECUNIARY GAIN

13.01 Charitable Purposes.
The corporation is organized exclusively for charitable, scientific, literary, or educational purpose with the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.
Notwithstanding any provisions of these Bylaws to the contrary, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization qualified for tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws. Furthermore, this corporation shall neither conduct nor carry on any activities which subject the corporation to liability for excise taxes imposed pursuant to Section 4941, 4942, 4943, 4944 or 4945, of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.
The corporation will not engage in nor shall any of its funds, property, or income be used in carrying on propaganda or otherwise attempting to influence legislation; not shall the corporation participate or intervene in any political campaign (including the publishing or distributing of statements), on behalf of any candidate for public office.
13.02 Negation of Pecuniary Gain.
No part of the net earnings of this corporation shall even inure to or for the benefit of or be distributable to it directors, officers, or other private persons, except that the corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes for which it was formed.

Adopted by resolution of the corporation’s members and board of directors on March 20, 1991.
Amended by resolution of the corporation on March 14, 1991.
Amended by resolution of the board of director’s on March 19, 2017.