

BYLAWS
of the
WASHINGTON ORGANIC RECYCLING COUNCIL
A Nonprofit Corporation

ARTICLE I - NAME

The name of this organization shall be the Washington Organic Recycling Council, a 501(c)(6) non-profit corporation. The fiscal year shall begin January 1 and end on December 31 of each year. Electronic communication is the preferred method of communication within the corporation.

ARTICLE II - PURPOSE

The purpose of this organization shall be:

1. To promote composting and other recycling or reuse alternatives to the landfilling or open burning of organic debris at the local, state and federal levels.
2. To promote composting, other organics management practices, recycling or reuse programs and facilities.
3. To promote the use of composted, recycled, or processed organic waste products.
4. To promote the marketing, public procurement and private purchase of composted, recycled or processed organic waste products.
5. To promote industry standards for handling and processing of organic debris.
6. To promote superior organic waste products.
7. To promote technical innovation in the industry and new products.
8. To promote environmentally sound methods of handling and processing of organic debris. To encourage Members to meet minimum standards and permitting requirements, laws and regulations. To encourage Members to exceed these standards where possible and practicable in a commitment to this State's environment and quality of life.
9. To promote cooperation between Members, the State, localities and applicable regulatory agencies.
10. To encourage and influence the development of sound and practicable laws, rules and regulations relating to organic waste generation, collection, composting and recycling, or other processing for reuse, use, marketing, procurement and purchasing at the Federal, State and local level.
11. To educate the public on solid waste and recycling issues related to organic debris.

ARTICLE III - MEMBERS

Section 3.1. Membership

- a) Supporting Member
- b) Business/ Government Member
- c) New Business/Government Member
- d) Individual Member
- e) Student

Collectively, the above classifications of members may sometimes be referred to in these Bylaws as "Member" or Members."

Section 3.1 Qualification for Membership

Any individual, domestic or foreign profit or nonprofit corporation, general or limited partnership, governmental entity, association or other entity may be a Member as long as they otherwise meet the qualifications as contained in these Bylaws.

Section 3.2. Members - Classification and Eligibility

3.2.1 Members shall be voting members of the corporation. Payment of the membership fee allows for only one vote when a member vote is required, even if a membership includes "Member Affiliates" as defined in Sections 3.2.4 and 3.2.6.

3.2.2 Members of the corporation may be individuals, businesses, corporations, governments or other entities engaged in either:

- a) The management of yard and garden debris, land clearing debris, wood residuals, food residuals, agricultural residuals, mixed municipal solid organic materials, paper, (*all* of which may sometimes hereinafter be referred to as "mixed organic material") which results in conversion of the organics into a usable end product;
- b) Performing other methods of recycling or processing for reuse of any organic solid waste;
- c) Collecting such compostable materials;
- d) Performing scientific research or education regarding organic solid waste and its processing and products;
- e) Providing consulting services to the industry or to government involvement with the industry;
- f) Entrepreneurs or inventors involved with or contemplating projects in this industry;
- g) Providing equipment or supplies to the industry;
- h) Governmental agencies or officials responsible for promoting or regulating organic solid waste collection, organics management, processing, marketing or procurement at the local, state or federal levels;
- i) Other industry, trade or recycling nonprofit associations or corporations which have an involvement with or have an active interest in the activities of this corporation.

3.2.3. Members who are individuals may also be anyone who devotes a portion of their time to an assignment in, or has a sincere interest in, organic solid waste. Such persons may include, but are not limited to, educators, students, scientists, environmentalists, conservationists, horticulturists, agronomists, and consultants.

3.2.4 Any business, corporation, agency or other entity, which is not an individual, shall notify the Board of its designated representatives and which representative (and alternate, if any) will represent the entity as the voting member in this corporation's business and activities. A Member is allowed to have no more than three designated representatives, including the one voting representative.

3.2.5 Any designated representative of the Membership may be elected to the Board of the corporation. The action by any designated representative or alternate shall be deemed to be the action of the Member, and shall be conclusive and binding upon the Member. The Member shall notify the Board in writing of any changes in its designated representatives.

3.2.6 Designated representatives other than the voting member shall be called "Member Affiliates."

3.2.7 A Member Affiliate may, if he or she otherwise meets the qualifications therefore and pays individual membership fees and dues, become concurrently an individual Regular Member and individually obtain for his or her the rights and privileges appertaining to

Regular membership. Member Affiliates shall abide by all Bylaws, rules and regulations of the corporation, but shall have no rights or privileges outside of their representative capacity.

3.2.8 Additional employees of the Member, who are neither Member Affiliates nor the designated representative, are eligible for the member rate registration fees at Board-sponsored events. These individuals shall have no other membership benefits or responsibilities.

Section 3.3. Interchangeable Words:

“Person” as used under these By Laws shall be interpreted to include all individuals and entities - the plural shall be singular and vice-versa. Neuter words shall be used interchangeably.

Section 3.4. Annual Membership Fees

There shall be annual membership fees payable by each Member. An annual membership fee schedule shall be established by resolution of the Board, and may be changed by resolution of the Board. Annual membership fees for the first year of membership shall be payable by each Member in the quarter in which the Member originally joined the corporation and during the first quarter of the year in all subsequent years. The Board may revoke the membership of any Member for failure to pay dues if at least three months delinquent, but only if notice of delinquency has been given to the Member. The requirements for payment, and loss of membership for non-payment, may be changed by resolution of the Board.

Section 3.5. Annual Meetings

An annual meeting of the Members shall be held each year at such location or time of day as shall be determined by the Board, for the purpose of voting and/or affirming the results of the annual election and transacting such other business as may come before the meeting.

Section 3.6. Special Meetings

Special meetings of Members may be called at any time by the President, a majority of the Board, or one third (1/3) of the Regular Members. If the Secretary or other duly designated officer shall neglect or refuse to issue notice of such special meeting as herein required, the President, Directors, Member or Members requesting said special meeting may do so.

Section 3.7. Place of Meetings

All meetings shall be held at such place within or without the State of Washington as designated by resolution of the Board.

Section 3.8. Notice of Meetings

Notice of meetings shall in all instances, be given by the Secretary, or other designated person, at the direction of the President, except under the special circumstances as specified in these Bylaws when other person(s) such as the Board or Members may call a meeting. The Secretary or other party responsible for giving notice of a meeting, shall cause to be delivered to each Member entitled to vote at the meeting, either personally or by mail or email, not less than ten days before the meeting, written notice stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his or her address. Notice of any meeting may be waived in writing at any time by any Member entitled to vote at the meeting. In any event, notice is deemed waived by any Member who attends the meeting,

except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 3.9. Action by Members Without a Meeting

Any action required or permitted to be taken at a meeting may be taken without a meeting if voting members are e-mailed information setting forth the action to be taken and 75% of voting membership responds to the call for votes by e-mail, by voice, or in person to the Executive Director within the designated timeframe. Any such consent shall be inserted in the minute book as if it were the minutes of a meeting.

Section 3.10. Quorum at Meeting

Twenty-five (25%) of the outstanding Members of the corporation entitled to vote, represented in person or proxy, shall constitute a quorum at a Members' meeting. If less than a quarter of the Members are represented at a meeting, a majority of the Members so represented may adjourn the meeting without further notice. The acts of a majority of the Members present at a meeting at which quorum is present shall be necessary for the adoption of any matter voted upon by the Members, unless a greater proportion, if any is required by the Washington Nonprofit Corporation Act, the Articles of Incorporation or by these Bylaws.

Section 3.11. Officiating Officers at Meeting

The President, and in his or her absence, the Vice President, shall preside at all Members' meetings. If both are absent, the Treasurer shall preside. The Secretary shall act as secretary at all Members' meetings. In his or her absence or failure to act, the chair of the meeting may appoint any person to act as secretary of such meeting.

Section 3.12. Determination of Members Voting Rights and Notifications

Members entitled to vote on WORC business will be given notice 30 days prior to any meeting requiring a voting response. The Board reserves the right to close membership application and/or approval during that 30 day notice period.

Section 3.13. Voting of Members

Each Member, if the Member is otherwise not disqualified from participating in a vote, shall be entitled to one vote on each matter submitted to a vote at a meeting of Members.

Section 3.14. Termination of Membership

Aside from termination for failure to pay dues as provided for in Section 3.5, membership in the corporation may be terminated for any action by a Member which is detrimental to the best interests of the corporation, for failure to actively support corporate purposes or to actively participate in corporate activities, or for failing to continue to meet the requirements for a particular class of membership, and removal shall require the affirmative vote of 75% of the Board (the entire Board but not counting the position of the Member if also a Director). In the event any such termination is contemplated, the Board shall notify the Member in writing of the reasons for the proposed action, and of the time and place of the meeting of the Board at which the termination is to be considered, not later than ten days prior thereto. At the meeting, the Member shall be entitled to respond to the stated reasons and be heard in his or her own defense.

Section 3.15. Electronic Voting

Electronic voting by the membership is permitted to the degree allowed by law.

ARTICLE IV - BOARD OF DIRECTORS

Section 4.1. General Powers

The business and affairs of the corporation shall be managed by the Board of Directors.

Section 4.2. Number, Tenure and Qualifications

4.2.1 The Board shall be composed of up to eighteen Directors and Ad Hoc Directors; provided that Ad Hoc positions do not total more than two (2) of total Board positions. The number of Directors and Ad Hoc Directors and the make-up of the Board as specified below may be changed by an amendment to these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Director or Ad Hoc Director. Board members are elected to a two year term. Up to sixteen positions will be filled by members from Washington State, two positions will be filled by a member from any state within the Pacific Northwest region.

4.2.2 Directors must be current Members of the corporation, and may also be elected to one or more offices in the corporation.

4.2.3 An "Ad Hoc Director" is defined as a Director who participates at Board meetings and discussions, and serves on Board Committees and/or in any other capacity normally held by a voting Director, but who does not have the right to vote on issues placed before the Board. Ad Hoc Directors do not have the legal or fiduciary duties attributed to voting Directors.

Section 4.3. **Election** and Term of Board of Directors

4.3.1. The Board of Directors shall be announced or elected at the Annual meeting, after proper notice is provided to the membership of open positions at least one month in advance and members are given the opportunity to volunteer to run for a position. Ballots of all candidates will be sent to all voting members at least one week prior to the election. Electronic voting is allowed. Terms shall be two years, with one-half of all positions elected each year. Terms begin the 1st day of the next calendar year following the election.

4.3.2 In order to assure representation so that the private sector composting and processing industry has a continuing strong voice in the industry and the corporation, the Board shall be comprised in the following manner:

- a) The number of Directors' positions available to Members, or their designated Member Affiliate representative, from the private sector which is actively engaged in a for-profit business that composts, recycles processed organic materials, or a consultant to the composting industry shall not be restricted;
- b) Up to two Directors may be representatives of Washington State government;
- c) To assure coordination in the recycling industry, one Director may be a board member of the Washington State Recycling Association as an Ad Hoc Director;
- d) Two Directors may be from the scientific or research community involved in organic recycling, or a member of the educational community involved in solid waste and recycling;
- e) Up to five Directors may be from county or local government or other local or regional agencies that recycle or who are assigned to promoting recycling, recycling market development, or processing organics.

f) Every effort will be made to have a Board that reflects the geographic region that WORC represents.

4.3.3. Directors shall serve as such for the term elected or appointed, or until their successors are elected and qualified, or until they are removed by the Board or resign.

4.3.4. A change in the time and manner of the election may be made by majority vote of the Board of Directors.

Section 4.4. Regular Meetings

Regular Board meetings shall be held at least five times a year at a time and place to be determined by the Board. Joint Board and Members' meetings may also be called by the Board.

Section 4.5. Special Meetings

Special Board meeting may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board meeting called by them.

Section 4.6. Quorum

Seventy-five percent (75%) of the filled Board positions, not including Ad Hoc positions, shall constitute a quorum for the transaction of business at any Board meeting. Attending Board meetings via teleconference or webinar is acceptable and counts toward the quorum. The acts of a majority of the Directors present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted on by the Board, unless a greater proportion, if any, is required by the Washington Nonprofit Corporation Act.

Section 4.7. Vacancies

Any vacancy occurring on the Board may be appointed by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board may be present. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. A Directorship to be filled by reason of an increase in the number of Directors shall be filled by the affirmative vote of a majority of the Board for a term of office continuing only until the next election of Directors by the Members.

Section 4.8. Removal

At a meeting of Members called expressly for that purpose, one or more Members of the Board, including the entire Board, may be removed, with or without cause, by a vote of a majority of the Members entitled to vote on election of Directors. In addition, any Director who misses more than two consecutive meetings, unless excused by the president in advance of the meeting, or more than three meetings for the year may be removed from office and that position will become vacant. A replacement may be appointed by majority vote of the Board for the remainder of the term.

Section 4.9. Board Action Without a Meeting and by Teleconference

Any action required, or permitted to be taken, at a meeting of the Board may be taken without a meeting if Board members are e-mailed the information setting forth the action to be taken and a majority of the Board votes by e-mail, phone, or in person to the Executive Director within the previously designated timeframe. Any such written consent (e.g.

documented by e-mail, letter, survey results) shall be inserted in the minute book as if it were the minutes of a Board meeting. Members of the Board or any committee designated by the Board may participate in a Board or committee meeting by means of a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section 4.10 Legislation

- a. Any Board member or regular member may write new legislation or suggest support of a proposed bill that is beneficial to compost and composters. Any WORC proposed bill or support of any other bill must be fully vetted and approved by the Board before it is presented for consideration to legislative staff or before any support is publicly declared. No Board member is authorized to sign or promote legislation on behalf of WORC without Board approval. Any proposed legislation must be given to the Board for review as soon as it is available for review.
- b. The Board will be kept up-to-date on any changes or updates to the proposed bill.
- c. The Board will vote on whether or not to support the legislation.
- d. A unanimous vote is required before the Board is authorized to support any legislation.

Section 4.11. Executive Committee

The Board may, by resolution duly adopted by the Board, designate one or more of their number to constitute an executive committee and/or other standing or special action committees, which committee(s), to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the business of the corporation. Provided, however, that no such committee shall have the authority of the Board in any matters specifically withheld from committees under RCW 24.03.115, or any provisions of the Washington Nonprofit Corporation Act.

Section 4.11.1. Officers of Executive Committee

The Executive Committee shall consist of a President, Vice-President (if needed), Secretary, and Treasurer and shall be chosen from the existing WORC Board of Directors. The Immediate Past President may be called upon as needed. It shall be responsible for broad oversight of council corporation activities and applying Board policy. It shall have the authority to act on behalf of the Board of Directors between regular meetings of the Board on matters deemed urgent or time-sensitive. The Executive Committee shall meet at the call of the President and a majority shall constitute a quorum.

Section 4.11.2. President

The President shall:

Be chosen from existing Board members and fill the position for a term of one year. The President of the Board shall preside at all meetings of the Board and of the Members. In his or her absence, the Vice-President shall preside. The President shall serve as such for the term elected, or until his or her successor is elected and qualified, or until he or she resigns. A vacancy in the Presidency position because of death, resignation, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term. The President has the authority to supervise the Executive Director, appoint committees, call special meetings, set meeting agendas, vote in the case of a tie, and sign official documents for the

organization. The President may only serve for two consecutive years, but may be considered eligible after a break of one year.

Section 4.11.3. Vice-President(s) (If positions filled)

The Vice-President shall:

Be chosen from existing Board members and fill the position for a term of one year. In the absence or in the event of his or her death, inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions on the President. Vice-Presidents shall perform such other duties as from time to time may be assigned to them by the President or the Board. The Vice-President may only serve for two consecutive years, but may be considered eligible after a break of one year.

Section 4.11.4. Secretary

The Secretary shall:

Be chosen from existing Board members and fill the position for a term of one year. The Secretary shall assure that the minutes of the Members' and Board meetings are recorded and maintained, see that all notices and legal registrations are duly given in accordance with the provisions of these Bylaws or as required by law, in general perform all duties incident to the office of Secretary and such other duties as may be assigned to him or her by the President or by the Board. The Secretary may serve for only two consecutive years, but may be considered eligible after a break of one year.

Section 4.11.5 Treasurer

The Treasurer shall:

Be chosen from existing Board members and fill the positions for a term of one year. The Treasurer shall oversee charge and custody of, and be responsible for, oversight of all funds of the corporation, sign with the President or Executive Director contracts or other documents of the corporation authorized by the Board, perform all duties incident to the office of the Treasurer and such other duties as may be assigned to him or her by the President or the Board. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine. The Treasurer may serve for only two consecutive years, but may be considered eligible after a break of one year.

Section 4.12. Appointment and Term of Service for Committee Chairs

4.12.1 The Board of Directors shall create committees as needed to promote the work of the Corporation. Any Board member may serve as one or more committee chair and any member of the corporation may serve as a co-chair, upon approval by a majority of the Board.

4.12.2. Each Committee Chair shall be appointed during the January Board retreat and hold a position for one year and until his or her successor shall have been chosen and qualified, unless he or she resigns or is removed.

4.12.3 A change in the time and manner of the appointment may be made by majority vote of the Board of Directors.

Section 4.13. Removal

Any officer or agent elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Grounds for removal would include, but not be limited to, failure to perform his or her duties, failure to attend required meetings, negligence, and engaging in improper and/or illegal activities.

Section 4.14 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term. A replacement may be appointed by majority vote of the Board for the remainder of the term.

Section 4.15. Annual Budget

The corporation shall annually adopt a budget, and the annual budget of the corporation shall be adopted by a majority vote of the Board at a meeting at which a quorum is present. Such budget, when adopted, may be modified by similar vote of the Board.

Section 4.16. Electronic Voting

Electronic voting by the Board is permitted to the degree allowed by law.

ARTICLE V - STAFF

Section 5.1. Staff

The Board shall select and supervise staff to control all of the business and affairs of the corporation. Staff may consist of corporation employees, independent contractors, management firms, or other entities who possess skills to provide professional management as need by the corporation. Such staff shall be reviewed on an annual basis. With the Secretary or other officer of the corporation authorized by the Board, he or she may sign deeds, mortgages, bonds, contracts, or other instruments that the Board has authorized to be executed, except when the signing and execution thereof has been expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation or is required by law to be otherwise signed or executed by some other officer or in some other manner. In general, he or she shall perform all duties incident to the position of Executive Director and such other duties as may be prescribed by the Board from time to time and contracted to be performed.

ARTICLE VI - LIMITATION OF PERSONAL LIABILITY

Section 6.1. Limitation of Personal Liability

The Directors, Officers, Members and Associate Members and staff of the corporation shall not be liable for monetary damages for their conduct as Directors, Officer, Members or Associate Members. Provided, however, that the elimination of liability contained in this Section does not eliminate or limit any such persons liability for acts or omissions that involve intentional misconduct or a knowing violation of the law, or for any transaction from which the individual so relieved from liability will personally receive a benefit in money, property or services to which the person is not legally entitled; and, provided that this elimination of liability does not limit or eliminate the liability of such person for any act or

omission occurring before the date of filing of the Articles of Incorporation of the corporation with the Secretary of State's Office which is the date this provision eliminating liability (which provision is also contained in the Articles of Incorporation) became effective.

ARTICLE VII - INDEMNIFICATION

Section 7.1. Indemnification

To the full extent permitted by the Nonprofit Corporation Act, RCW 24.03, et seq (including but not limited to RCW 24.03.043) and the applicable provisions of the Washington Business Corporation Act, RCW 24A and 23B, et seq (including but not limited to 23B.17.030 and 23B.OS.500 through 23B.08.600), and subject to the provisions restrictions and limitations on indemnification set forth in said provisions, the corporation shall indemnify:

7.1.1 An individual made a party to a proceeding against liability in the proceeding because the individual is or was a Director.

7.1.2 A Director who was wholly successful, on the merits or otherwise in the defense of any proceeding to which the Director was a party because of being a Director of the corporation against reasonable expenses incurred by the Director in connection with the proceeding;

7.1.3 A Director in the form of advance reimbursement for reasonable expenses incurred as a party to a proceeding specified in 7.1.1 above;

7.1.4 A Director as otherwise may be permitted by Washington statute or State law;

7.1.5 Officers, employees, agents, Members and Associate Members to the full extent consistent with law who was or is a party or is threatened to be made a party to any civil, criminal, administrative or investigative action, suit or proceeding, whether brought by or in the right of the corporation or otherwise, by reason of the fact that he or she is or was an officer, employee, agent, Member or Associate Member of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, agent, member of another corporation, against costs and expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding. The indemnification provided by this section shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract; and,

7.1.6 The Board may, at any time, approve indemnification of any other person which the corporation has the power to indemnify under the provisions of the Revised Code of Washington or the laws of the State of Washington.

ARTICLE VIII - CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 8.1. Contracts

The Board may authorize any officer(s) or agent(s) to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 8.2. Loans

No loans shall be contracted on behalf of the corporation unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

Section 8.3. Loans to Officers and Directors

No loans shall be made by the corporation to its officers, Directors, Members or Associate Members.

Section 8.4. Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer(s) or agent(s) of the corporation and in such manner as is determined by the Board.

ARTICLE IX – BOOKS AND RECORDS

Section 9.1. Books and Records

The corporation shall keep correct and complete books and records of accounts, minutes of the proceedings of its Board, and at its registered office or at its principal place of business, or at the office of the Secretary, a record of the Directors, giving the names and addresses of all Directors.

ARTICLE X - WAIVER OF NOTICE

Section 10.1. Waiver of Notice

Whenever any notice is required to be given to any Member or Director of the corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Washington Nonprofit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI - NONPROFIT STATUS

Section 11.1 Nonprofit Status

This corporation is a nonprofit corporation under the Washington Nonprofit Corporation Act. The corporation has applied for and obtained a nonprofit corporation tax status under the 1986 United States Internal Revenue Code, 26 U.S.C., Section 501(c)(6), as amended.

Section 11.2 No Private Inurement

This corporation shall have no capital stock and no part of the income of this corporation shall inure in whole or in part to the benefit of or by distribution to any officer, Director, trustee, Member, Associate Member or other individual having a personal or private interest in the activities of the corporation, except that the corporation shall be authorized and empowered to pay compensation for services rendered and to make reimbursement for any reasonable expenses incurred on its behalf, and to make payments and distribution in furtherance of the purposes stated in the Articles of Incorporation.

Section 11.3 Distribution Upon Dissolution

Upon any dissolution of this corporation under the provisions of the Washington Nonprofit Corporation Act, *all* of its assets remaining after payment of creditors shall be distributed to one or more organizations designated by the Board and permitted to receive any such distribution of the corporation's assets in accordance with 26 U.S.C., Section 501(c)(6) or 501(c) 3 of the Internal Revenue Code of 1986, as amended, and applicable provisions of the Washington Nonprofit Corporation Act, as amended.

ARTICLE XII - AMENDMENTS

Section 12.1. Amendments

The Bylaws may be altered, amended or replaced and new Bylaws may be adopted by the Board at any regular or special meeting of the Board.

ARTICLE XIII - DISSOLUTION

Section 13.1. Dissolution

Any volunteer dissolution of the corporation shall be authorized at a meeting of the Members of the corporation upon the adoption, by the affirmative vote, electronically, in person, or by phone of at least two-thirds (2/3) of the Members present or represented by proxy, of a resolution to dissolve the corporation recommended by a resolution of the Board.

Adopted by the Board _____