

-FORT NISQUALLY FOUNDATION

BY-LAWS (AS REVISED May 26, 2019)

ARTICLE I – LAWS GOVERNING

Whenever applicable, the Washington Nonprofit Corporations Act and the Articles of Incorporation (the Charter) are a part of these by-laws. Fort Nisqually Foundation shall be governed and operated there under exclusively for and in furtherance of its charter purposes. In the event of conflict between these by-laws or the charter and the Washington Nonprofit Corporations Act, the Act shall govern. In no event shall any of the assets of Fort Nisqually Foundation be used contrary to the provisions of Section 170(c)(2)(B) or Section 501(c)(3) of the Internal Revenue Code of 1954 as amended.

ARTICLE II – MEMBERSHIP

There shall be no voting members of this corporation. The affairs of the corporation shall be managed by a Board of Directors elected as hereinafter provided.

ARTICLE III – BOARD OF DIRECTORS

Section 1. General Powers. All property and business affairs of the corporation shall be managed by a Board of Directors.

Section 2. Number, Qualifications and Terms of Directors. The number of Directors shall be fifteen (15), but the number may be increased or reduced to not less than three by amendment of these by-laws, provided however, that no such amendment shall operate to shorten the term of any Director to less than the term to which elected. No person convicted of a felony shall serve as a Director of this corporation. Membership on the Board of Directors shall be based on a person's dedication to the Charter purposes of the corporation and on the professional, administrative, executive or technical skill that such person can and will contribute to the furtherance of those purposes. All Directors shall be members in good standing with the Fort Nisqually Foundation. No person shall be discriminated against for membership on account of race, color, religion, sex, age, national origin, marital status, military or veteran status, presence of any disabling condition, or other status protected by law. Except as otherwise provided by these by-laws, the Directors shall be elected for a three (3) year term and shall hold office until his or her successor shall have been elected and shall qualify or until his or her death, or until he or she shall no longer be qualified as a Director as herein provided. Any Director may not serve more than three consecutive three year terms. A member shall be deemed to have served one full term if such member resigns at any time after election or if such member serves more than two years of an unexpired term. In extraordinary circumstances and for the benefit of the Fort Nisqually Foundation, the Board can temporarily suspend term limits until replacements are found.

Section 3. Election of Directors: At any monthly meeting the Board of Directors shall elect or re-elect Directors for a three year term to fill the offices vacated by Directors whose term of office has expired unless such office or offices has or have been abolished by amendment to these by-laws reducing the number of Directors. The Directors elected shall be those persons receiving the greatest number of votes cast. Directors shall assume office upon completion of such election.

Section 4. Quorum and Manner of Acting. A majority of members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting, and the act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors unless otherwise provided by law, the Articles of Incorporation, or these by-laws. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing, or by electronic communication, email, to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as unanimous vote of such Directors.

Section 5. Place of Meeting. The annual or special meetings of the Board of Directors shall be held at any place which has been designated from time to time by resolution of the Board of Directors or by written consent of all members of the Board of Directors. In the absence of such designation, the annual or special meeting of the Board of Directors shall be held at the registered office of the corporation.

Section 6. Annual Meeting. The Annual Meeting of the Board of Directors shall be held without call in conjunction with an annual General Membership meeting. The exact date and location of the Annual Meeting is to be determined annually by the Board of Directors.

Section 7. Special Meetings, Notices. Special meetings of the Board of Directors shall be held whenever called by the President and shall be called by him or the Secretary at the written request of two Directors. Notice of such meeting, stating the time and place of the meeting, shall be given to each Director by email, postal mail, telephone or personally. Such notice shall be given not less than five (5) days nor more than fifteen (15) days before the meeting. The notice need not state the purpose or purposes of the meeting. Notice of any meeting of the Board need not be given to a Director, however, if waived by him or her in writing before or after such meeting or if he or she shall be present at the meeting.

Section 8. Organization. At each meeting of the Board of Directors, the President, or, in his or her absence, a Director chosen by a majority of the Directors shall act as Chairman. In the absence of the Secretary, any person appointed by the Chairman, shall act as secretary of the meeting.

Section 9. Order of Business. At all meetings of the Board of Directors, business shall be transacted in the order determined by the Board.

Section 10. Resignations. Any Director of the corporation may resign at any time by giving written notice to the President or the Secretary of the corporation. The resignation of any Director shall be effective at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 11. Removal of Directors. Any Director may be removed, either with or without cause, at any time, by affirmative vote of a majority of the Directors of the corporation and the vacancy in the Board caused by such removal may be filled as provided in these by-laws.

Section 12. Vacancies. Any vacancy in the Board of Directors caused by death, resignation, removal, disqualification, an increase in the number of Directors, or any other cause, may be filled by the majority vote of the remaining Directors, though less than a quorum, at the next annual or any special meeting called for the purpose, and each Director so elected shall hold office for a full three year term and until his successor shall be duly elected and qualified, or until his death, or until he shall resign or shall have been removed in the manner herein provided.

Section 13. Compensation. Each Director shall serve without compensation.

ARTICLE IV – COMMITTEES OF THE BOARD OF DIRECTORS

Section 1. Appointment and Powers. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of one or more of the Directors of the corporation, which, to the extent provided in said resolution or in these by-laws shall have only powers limited to specific business and affairs of the corporation as approved by a majority of the Board of Directors during a regular business meeting. Such committee or committees shall have such name or names as may be stated in these by-laws or as may be determine from time to time by resolution adopted by the Board of Directors. No such committee shall be empowered to amend the by-laws or to borrow money.

Section 2. Terms of Office and Vacancies. Each member of a committee shall continue in office until a Director to succeed him or her shall have been elected and shall have qualified, or until he or she shall have resigned or shall have been removed in the manner hereinafter provided. Any vacancy in a committee shall be filled by the vote of a majority of the whole Board of Directors at the annual or at any regular or special meeting thereof.

Section 3. Alternates. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee.

Section 4. Organization. Unless otherwise provided by the Board of Directors or these by-laws, each committee shall appoint a chairman. Each committee shall keep a record of its acts and proceedings and report the same from time to time to the Board of Directors.

Section 5. Resignations. Any regular or alternate member of a committee may resign at any time by filing written notice to the President of the Board of Directors or to the Secretary of the corporation. Such resignation shall take effect at the time of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Removal. Any regular or alternate member of a committee may be removed without cause at any time by resolution passed by a majority of the whole Board of Directors at any regular or special meeting for which notice of the purpose was given.

Section 7. Meeting. Regular meetings of each committee, of which no notice shall be necessary, shall be held on such days and at such places as shall be fixed by a resolution passed by a

majority of all members of such committee. Special meetings of each committee will be called by the Secretary at the request of any two members of such committee, or in such other manner as may be determined by the committee. Notice of each special meeting of a committee shall be mailed to each member thereof at least four days before the meeting. Each such notice shall state the time and place but need not state the purpose of the meeting. No notice of any meeting of a committee shall be required to be given to any alternate.

Section 8. Quorum and Manner of Acting. Unless otherwise provided by resolution by the Board of Directors, a majority of a committee (including alternates when acting in lieu of regular members of such committees) shall constitute a quorum for the transaction of business and the act of a majority of those present at a meeting at which a quorum is present shall be the act of such committee. The members of each committee shall act only as a committee and the individual members shall have no power as such.

Section 9. Compensation. Each regular and alternate member of committee shall serve without compensation.

ARTICLE V – OFFICERS

Section 1. Officers. The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer, all of whom shall be elected by the Board of Directors. Any two or more offices may be held by the same person except the offices of President and Secretary who may not be held by the same person as well as the positions of President and Vice President. The Board of Directors may also, from time to time, elect such other officers as it deems necessary.

Section 2. Selection of officers. A nominating committee shall recommend a slate of officers which will be presented to the board for a vote. The office of vice president shall move up to the position of President. The incumbent President will become President Emeritus to assist the new President. Selection of President and Vice President will be every two years from appointment and Treasurer and Secretary in offset years.

Section 3. Term of Office. Each officer shall hold office for a two year term or at the pleasure of the Board and shall be reviewed on an annual basis in November of each year by the nominating committee. Having more than three unexcused absences or lapsed membership shall require the officer to abdicate his or her office. It will be up to the board to consider a special election to fill a vacant position.

Section 4. Resignations. Any officer may resign his/her position at any time by giving written notice to the Board of Directors or the President or to the Secretary. Any such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. President. The President, subject to the control of the Board of Directors, shall have general supervision of the affairs of the corporation and attend generally to its executive business. He or she shall keep the Board of Directors appropriately informed on the business and affairs of the corporation. Furthermore, the duties of the President include planning and leading Foundation Board

meetings, acting as ambassador for the Foundation as needed, act as authorizing official for the Foundation, as well as networking in a positive manner for the benefit of the corporation and the FNF.

Section 6. Vice President. In the absence or disability of the President, the Vice President shall perform all the duties and functions and exercise all the powers of and be subject to all the restrictions upon, the President. The Vice President shall otherwise perform such duties and may from time to time be assigned to them or any of them by the Board of Directors.

Section 7. Secretary. The Secretary shall keep or cause to be kept in the foundation's shared drive provided for the purpose, the minutes of the meetings of the Board of Directors and of any committee constituted pursuant to Article IV of these by-laws. He or she shall perform all duties incident to the office of the Secretary and such other duties as may, from time to time, be assigned to him or her. The Secretary will convey the minutes of the monthly meeting to the Board of Directors within two weeks of the last meeting.

Section 8. Treasurer. The Treasurer shall have charge of and be responsible for the receipt, disbursement and safekeeping of all funds and securities of the corporation. He or she shall deposit all such funds in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these by-laws. The Treasurer may sign checks up to \$1000.00 without acquiring a second authorized Director's signature. Any check over \$1000.00 shall have the signature of two authorized Directors. No signatory may sign any check made out to him or herself. From time to time, and whenever requested to do so, he or she shall render a statement of the condition of the finances of the corporation to the Board of Directors. A Treasury Review Committee shall conduct a review of the Treasurer's financial records to be completed within 3 months after the end of the fiscal year. He or she shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her.

ARTICLE VI – INDEMNIFICATION OF DIRECTORS AND OFFICERS

The corporation may indemnify any Director or Officer or former Director or former Officers, for expenses, costs and attorneys' fees actually and necessarily incurred by such Director or Officer in connection with any claim assessed against him or her because of his or her having been or being such Director or Officer, except where such expenses, costs and attorneys' fees are proven to have been incurred through that Director's or Officer's misconduct.

ARTICLE VII – NOTICE

Section 1. Manner of Giving Written Notice. Any notice in writing required by law or by these by-laws to be given to any person may be delivered personally or may be given by depositing the same in the post office or letter box in a postpaid envelope addressed to such person at such address or as appears on the books of the corporation. Notice by mail shall be deemed to be given at the time when the same shall be mailed.

Section 2. Waiver of Notice. Whenever any notice is required to be given to any person, a waiver thereof by such person in writing or by telegraph, cable, FAX or email whether before or after the time stated therein, shall be deemed to be equivalent thereto.

ARTICLE VIII – AMENDMENTS

All by-laws of the corporation shall be subject to alteration, amendment, or repeal, and new by-laws not inconsistent with any provision of the Articles of Incorporation or any provision of law may be made and adopted by the vote of a majority of the Board of Directors at any meeting.

That I am the duly elected, qualified and acting Secretary of the Fort Nisqually Foundation and that the above and foregoing By-Laws were adopted as the By-Laws of said corporation on the twenty-sixth day of May, 2019 by the Board of Directors of said corporation.

IN WITNESS WHEREOF, I have set my hand this 26th day of May, 2019.

_____, Secretary
Katrinka Mannelly