

**AMENDED
BYLAWS**

OF

SOUTH EVERETT MUKILTEO ROTARY FOUNDATION

ARTICLE I. PURPOSES

SOUTH EVERETT MUKILTEO ROTARY FOUNDATION, hereinafter referred to as "the corporation," shall operate for local charitable, educational and benevolent purposes, within the meaning of that term in Section 501(c) (3) of the Internal Revenue Code of 1986 as amended.

ARTICLE II. OFFICERS

The corporation shall maintain a registered office within the boundaries of Snohomish County, Washington, or such other place as the board of directors may determine from time to time.

ARTICLE III. MEMBERS

SECTION 1: CLASS OF MEMBERS. The corporation shall have one class of members. The membership of this corporation shall consist of the members of the South Everett Mukilteo Rotary Club. Members shall be residents of the State of Washington.

ARTICLE IV. MEETINGS OF MEMBERS

SECTION 1: ANNUAL MEETING. An annual meeting of the members shall be held the third Tuesday in September each year, or such date designated by the board of

directors, beginning with the year 1999/2000, for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

SECTION 2: SPECIAL MEETINGS. Special meetings of the members may be called either by the president or the board of directors.

SECTION 3: NOTICE OF MEETINGS.

A. Annual Meeting: Written or printed notice stating the place, day and hour of the annual meeting, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at their address as it appears on the records of the corporation, with postage thereon prepaid.

B. Regular Meeting: Notice of regular meetings other than the annual meeting shall be given by providing each member with the adopted schedule of regular meetings for the ensuing year at any time after the annual meeting and ten (10) days prior to the next succeeding regular meeting and at any time when requested by a member or by such other notice as may be prescribed by the bylaws. 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 as it appears on the records of the corporation, with postage thereon prepaid.

C. Special Meeting: Written or printed notice stating the place, day and hour of any special meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than ten (10) nor more than forty (40)

days before the date of such meeting, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting. The purpose of said meeting shall be stated in the notice. If mailed, the notice of a special meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage thereon prepaid.

SECTION 4: QUORUM. Fifteen percent (15%) of the members shall constitute a quorum at any meeting. The act of the majority of members present at meeting at which a quorum is present shall be the act of the members. A vote of the majority at a meeting at which a quorum is present shall be necessary to the adoption of any matter submitted to a vote.

ARTICLE V. BOARD OF DIRECTORS

SECTION 1: GENERAL POWERS. The affairs of the corporation shall be managed by its board of directors.

SECTION 2: NUMBER, TENURE AND QUALIFICATIONS. The number of directors shall be no less than seven (7) and no more than seventeen (17). One director shall be the immediate Past President of the South Everett Mukilteo Rotary Club. Said director shall serve for a term of one (1) year from the expiration of his or her term as President. The remaining directors shall be elected for staggered terms of three (3) years, with candidates for the two (2) vacant director positions being nominated and elected as directors each year at the annual meeting of the membership by a majority of those in attendance. At least one of those remaining directors shall also be a member of the board of directors of the South Everett Mukilteo Rotary Club. However, at no time shall directors of the South Everett Mukilteo Rotary Club constitute a majority on the Board of the South Everett Mukilteo Rotary

Foundation. The president of the corporation, with concurrence of the board, may appoint ex officio non-voting members to the board of directors of the corporation for one-year terms.

SECTION 3: REGULAR MEETING. A regular annual meeting of the directors shall be held within thirty (30) days after the annual meeting of the members. The directors shall provide the time and place, within the boundaries of Snohomish County, State of Washington, for the holding of that meeting.

SECTION 4: SPECIAL MEETINGS. Special meetings of the board of directors may be called by or at the request of the president or any one-third of the directors.

SECTION 5: NOTICE. Notice of any regular or special meeting of the board of directors shall be given at least seven (7) days previously thereto by written notice delivered personally or sent by mail to each Director at his or her address shown by the records of the corporation, and shall set forth the date, place and time of the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid.

SECTION 6: QUORUM. A majority of the members of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board of directors. The act of the majority of directors' present at meeting at which a quorum is present shall be the act of the directors.

SECTION 7. VACANCIES. Any vacancy occurring in the board of directors between annual meetings may be filled by a vote of the majority remaining directors. A director elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office.

SECTION 8. COMPENSATION. Directors shall not receive any compensation for their services.

SECTION 9. REMOVAL. A member of the board of directors may be removed at any time by affirmative vote of a majority of the remaining directors when such majority determines that the best interests of the corporation would be served thereby.

ARTICLE VI. OFFICERS

SECTION 1. OFFICERS. The officers of the corporation shall be a president, one or more vice presidents (the number thereof to be determined by the board of directors), a treasurer, a recording secretary and such other officers as may be elected in accordance with the provisions of this article. The board of directors may elect or appoint such other officers, including one (1) or more assistant secretaries and one (1) or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties described, from time to time, by the board of directors.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected annually by the board of directors. If the election of all officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Vacancies may be filled, or new offices created and filled at any meeting of the board of directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

SECTION 3. REMOVAL. Any officer or agent elected or appointed by the board of directors may be removed from such position by the board of directors whenever in its judgment the best interests of the corporation would be served thereby.

SECTION 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualifications or otherwise, shall be filled by the board of directors

for the unexpired portion of the term.

SECTION 5. PRESIDENT. The president shall have general supervision over and control of the business and affairs of the corporation. The president shall preside at all meetings of the corporation and of the board of directors. The president may sign, with the secretary or any other proper officer of the corporation authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or these Bylaws or by statute to some other officer or agent of the corporation; and in general shall perform all duties as may be prescribed by the board of directors from time to time. The president shall be an ex officio member of all committees.

ARTICLE VII. COMMITTEES

SECTION 1. COMMITTEES. Committees not having and exercising the authority of the board of directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors' present at a meeting at which quorum is present. Unless otherwise provided in such resolution, members of each such committee need not be members of the board of directors of the corporation, and the president of the corporation shall appoint the members of each such committee. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation would be served thereby.

SECTION 2. TERM OF OFFICE. Each member of a committee shall continue as such until the next annual meeting of the board of directors of the corporation and until a successor is appointed, unless the committee shall be sooner terminated by the board, or unless such member be removed from such committee, or unless such member shall cease to

qualify as a member thereof.

SECTION 3. CHAIRMAN. One member of each committee shall be appointed chairman by the president of the corporation or by the committee.

SECTION 4. VACANCIES. Vacancies in the membership of any committee may be filled by the appointments made in the same manner as provided in the case of the original appointments.

ARTICLE VIII. CONTRACTS, CHECKS, DEPOSITS, SAFEKEEPING OF FUNDS AND OTHER PROPERTY

SECTION 1. CONTRACTS. The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by this instrument, to execute contracts in the name of and on behalf of the corporation approved in accordance with these Bylaws, and such authority may be general or confirmed to specific instances.

SECTION 2. 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 or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice president of the corporation.

SECTION 3. DEPOSITS. All monies of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, credit unions or other depositories as the board of directors may select.

SECTION 4. SAFEKEEPING. All deeds, title papers, leases, contracts,

insurance policies, securities and evidences of ownership of property of the corporation shall be kept under such safekeeping or custodial arrangements as the board of directors shall from time to time select and designate.

ARTICLE IX. ACCEPTANCE AND MANAGEMENT OF PROPERTY

SECTION 1. GIFTS, BEQUESTS OR DEVISES. The board of directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation, and provide for the disbursement of said gift, bequest or devise in accordance with the instructions of the testator or donor, to the extent consistent with the purposes and tax-exempt status of the corporation.

SECTION 2. INVESTMENT POLICY. Unless otherwise provided by the terms of any gift, bequest or devise, the board of directors in acquiring, investing, reinvesting, exchanging, retaining, selling and managing property belonging to the corporation, shall exercise the judgment and care, under the circumstances then prevailing, which persons of prudence, discretion, and intelligence exercise in the management of their own affairs not with regard to speculation but with regard to the permanent disposition of their funds, considering the probable income as well as the probable safety of their capital. Within the limitations of the foregoing standard, the board of directors may acquire, invest in, and retain every kind of property, real, personal or mixed, and every kind of investment, including specifically but without in any way limiting the generality of the foregoing, bonds, debentures or other corporate obligations, stocks, preferred or common, and real estate mortgages, which persons of prudence, discretion and intelligence acquire, invest in or retain for their own account, and prescribe such general principles given in the investment of monies of the corporation from time to time as the board of directors deems to be proper and in according with the general aims of **SOUTH EVERETT MUKILTEO ROTARY FOUNDATION.**

ARTICLE X. BOOKS AND RECORDS

The corporation shall keep the following records at its principal place of business:

(1) Current articles and bylaws; (2) A record of members, including names, addresses, and classes of membership, if any; (3) Correct and adequate records of accounts and finances; (4) A record of officers' and directors' names and addresses; (5) Minutes of the proceedings of the members, if any, the Board, and any minutes which may be maintained by committees of the Board. All books and records of the corporation may be inspected by any member at any reasonable time.

ARTICLE XI. FISCAL YEAR

The fiscal year of the corporation shall be July 1 to June 30.

ARTICLE XII. SEAL

This corporation does not have a corporate seal.

ARTICLE XIII. DISTRIBUTION AND REPORTS

SECTION 1. All monies of the corporation other than administration and operation expenses and disbursements pursuant to specific provisions of gifts or instruments of transfer of monies or property to the corporation, shall be disbursed and paid out only with the approval of the board of directors and in accordance with the Articles of Incorporation and Bylaws.

SECTION 2. The board of directors shall report to the regular business meeting the transactions conducted by the corporation and in such report shall specify the amount of earnings and principal from non-earmarked funds available for disbursement and expenditure.

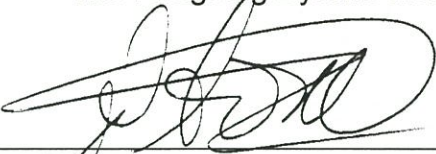
SECTION 3. DEFINITIONS. The corpus of the foundation shall be defined as the original value of assets donated to the corporation without regard to capital

appreciation. Income is defined as dividends (other than stock dividends), interest and capital appreciation of the corpus. The term "earnings" is synonymous with income for the purposes of these bylaws.


ARTICLE XIV. AMENDMENTS TO BYLAWS

Subject to the power of the directors of the corporation to adopt emergency bylaws pursuant to 23B.02.070, these Bylaws may be altered, amended or repealed and/or new bylaws shall be adopted if: 1) notice of the intention to alter, amend or repeal the bylaws, or to adopt new bylaws, accompanied by the substance of the amendment, repeal or replacement, is given to the members at least fifteen calendar days prior to a regular meeting of the membership at which the proposed amendment, repeal or replacement is announced to the membership; and 2) a majority of the members of the corporation present at the next regular meeting or special meeting of the membership at which a quorum of the members is present approves the amendment, repeal or replacement.

The foregoing Bylaws were approved this 11th day of May, 2018.



PRESIDENT



SECRETARY