

AMENDED BYLAWS
OF
TACOMA ROTARY 8 FOUNDATION

ARTICLE I

Name, Office and Purposes of Corporation

Section 1. Name. The name of this corporation is "TACOMA ROTARY 8 FOUNDATION". In these Bylaws the corporation shall hereafter be referred to as the "Foundation".

Section 2. Offices. The principal offices of the Foundation shall be in Tacoma, Pierce County, Washington. The Foundation also may have offices at such other places as the Board of Directors may from time to time appoint or which the purposes of the Foundation may require.

Section 3. Purposes. The purposes for which the Foundation is organized and shall be operated are set forth in its Articles of Incorporation.

ARTICLE II

Members

Section 1. Members. The Foundation shall have one class of members who shall be designated "members" of the Foundation and who shall be those persons who are the Active and Senior Active Excused members of The Rotary Club of Tacoma, Washington.

Section 2. Term. The terms of the members of the Foundation set forth in Section 1 above shall commence and continue thereafter coincident with their terms as Active and Senior Active Excused members of The Rotary Club of Tacoma, Washington.

Section 3. Resignation of Members. Any member may resign from the Foundation by delivering a written resignation to the President or Secretary of the Foundation.

Section 4. Powers and Duties. The members shall have those corporate powers granted to and duties imposed upon members by law.

Section 5. Meetings of Members

(a) Annual Meeting. The annual meeting of the members shall be held in the month of July in each year. It shall be for the purpose of receiving reports of officers and committees, for the election and appointment of directors, and for any other business that may properly come before the members.

(b) Special Meetings. Special meetings of the members may be called by the President of the Foundation at any time, and shall be called by the President within ten (10) days after receipt by the Secretary of a written request therefor signed by twenty-five (25) or more members.

(c) Time and Place. Each meeting of the members shall be held at such place (which must be within Pierce County, Washington), date and hour as may be specified in the notice thereof.

(d) Notice. Notice stating the place, date and hour of the annual meeting and, in the case of any special meeting, the purpose or purposes for which the meeting is called, shall be given as follows:

(i) Notice of the annual or special meeting shall be either mailed, delivered personally, sent by facsimile telecommunication, telegraphed or telephoned to each member by or at the direction of the President, or the Secretary, or the members calling the meeting.

(ii) If such notice is mailed, it must be mailed no less than seven (7) days before the date of the meeting.

(iii) If such notice is personally delivered, sent by facsimile telecommunication, telegraphed or telephoned, it must be so given not less than three (3) days before the date of the meeting.

(iv) If mailed or telegraphed, such notice shall be deemed to be delivered when deposited in the United States mail or when the telegraph is transmitted addressed to the member at his address as it appears

on the records of the Foundation, with postage thereon or telegraph charges prepaid.

Section 6. Voting. Each member shall be entitled to one vote on each matter submitted to a vote of members. There shall be no voting by proxy.

Section 7. Quorum. One-third (1/3) of the members entitled to vote shall constitute a quorum at any annual or special meeting of the members. Except as may otherwise be required by law, the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the full membership.

ARTICLE III

Board of Directors

Section 1. Membership of Board of Directors. The affairs of the Foundation shall be managed by seven (7) persons who shall be designated the "Board of Directors". In these Bylaws such persons are also referred to as "directors". One (1) director who shall be the President of The Rotary Club of Tacoma, Washington, one (1) director who shall be the President-Elect of The Rotary Club of Tacoma, Washington, and one (1) director who shall be the chairman of the Tacoma Rotary 8 Foundation Committee of the Rotary Club of Tacoma, Washington shall be appointed as directors by the members of the Foundation, and shall serve with voting rights. The remaining four (4) directors shall be elected as directors of the Foundation as hereinafter provided.

Section 2. Resignation of Directors. Any director may resign as a director of the Foundation by delivering a written resignation to the President or Secretary of the Foundation.

Section 3. Term. The term of all of the elected and appointed directors shall be one (1) year or until their successors are elected and appointed. There shall be no limitation on the number of consecutive terms the directors may serve.

Section 4. Powers. Except as may be otherwise provided by law, the corporate and administrative powers of the Foundation shall be vested in the Board of Directors which shall have sole charge, control, and management of the property, affairs, and funds of the Foundation, and which shall have the

power and authority to do and perform all lawful acts and functions not inconsistent with the Articles of Incorporation and Bylaws of the Foundation. The Board of Directors shall have the power to appropriate and devote all property and net income of the Foundation for the fulfillment of its purposes in such manner as it shall determine, except as may be required by any terms or conditions for the use thereof as may be imposed by the donor of such property or income.

Section 5. Removal. The members of the Foundation may remove a director at any time, with or without cause, upon the following conditions:

(a) Adoption of a resolution by the Board of Directors of the Foundation recommending such removal.

(b) Affirmative vote of one-third of the members.

Section 6. Vacancies. A vacancy on the Board of Directors resulting from removal, resignation or death, shall be filled by a majority vote of the directors of the Foundation then serving. A director appointed to fill a vacancy shall serve the unexpired term of the director vacating that position.

Section 7. Meetings of Board of Directors.

(a) Regular Meetings. The Board of Directors shall hold regular meetings on days to be determined by it from time to time.

(b) Annual Meeting. The annual meeting of the Board of Directors shall be held in the month of July in each year following the annual meeting of members. It shall be for the purpose of receiving reports of officers and committees, for the election of officers and for any other business that may properly come before the directors.

(c) Special Meetings. Special meetings of the Board of Directors may be called by the President of the Foundation at any time, and shall be called by the President within ten (10) days after receipt by the Secretary of a written request therefor signed by four (4) or more elected directors.

(d) Time and Place. Each meeting of the Board of Directors shall be held at such place (which must be within Pierce County, Washington), date, and hour as may be specified in the notice hereof.

(e) Notice. Notice stating the place, date and hour of the annual meeting and, in the case of any special meeting, the purpose or purposes for which the meeting is called, shall be given as follows:

(i) Notice of the annual or special meeting shall be either mailed, delivered personally, sent by facsimile telecommunication, telegraphed or telephoned to each director by or at the direction of the President, or the Secretary, or the directors calling the meeting.

(ii) If such notice is mailed, it must be mailed no less than five (5) days before the date of the meeting.

(iii) If such notice is personally delivered, sent by facsimile telecommunication, telegraphed or telephoned, it must be so given not less than three (3) days before the date of the meeting.

(iv) If mailed or telegraphed, such notice shall be deemed to be delivered when deposited in the United States mail or when the telegraph is transmitted addressed to the director at his address as it appears on the records of the Foundation, with postage thereon or telegraph charges prepaid.

Section 8. Quorum. A majority of the directors shall constitute a quorum at any regular or special meeting of the Board of Directors. Except as may otherwise be required by law, the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors.

Section 9. Action by Directors Without a Meeting. Any action required by law, the Articles of Incorporation or the Bylaws of the Foundation to be taken at a meeting of the directors, or any action which may be taken at a meeting of the directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

Section 10. Participation by Telephone. Members of the Board of Directors or any committee designated by the Board of Directors may participate in a meeting of such Board or committee 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.

ARTICLE IV

Officers

Section 1. Elected Officers. The officers of the Foundation shall be a President, a Vice-President, a Secretary, and a Treasurer, all of whom shall be directors of the Foundation. In addition, the directors of the Foundation may elect an Assistant Secretary and Assistant Treasurer, and such other officers as they may authorize, which officers may be, but shall not be required to be, directors of the Foundation. All officers shall be nominated in accordance with the provisions of Article V of these Bylaws, shall be elected by the directors of the Foundation at their annual meeting, and shall hold office until the next succeeding annual meeting of directors or until their successors have been duly elected.

Section 2. President. The President shall call and preside at all meetings of the Board of Directors, shall be an ex officio member of all committees, and shall perform such other duties as may be assigned to him by the Board of Directors.

Section 3. Vice-President. The Vice-President shall act at the request of or in the absence of the President, and when so acting, shall have all the power and authority and perform the duties of the President.

Section 4. Secretary. The Secretary shall act as Secretary at all meetings of the members and Board of Directors, shall cause written notices to be given and an agenda to be prepared for all meetings of the members and Board of Directors, shall have charge of all records and reports of the Foundation, and shall be responsible for the keeping and reporting of adequate records of all transactions, except financial, and of the minutes of all meetings of the members and Board of Directors.

Section 5. Treasurer. The Treasurer shall perform all the duties incident to the office of Treasurer, subject to the control of the Board of Directors. He shall cause a true and accurate accounting of the financial transactions of the Foundation to be made and reports of such transactions to be presented to the Board of Directors.

Section 6. Combined Offices. No person simultaneously shall hold more than one office of the Foundation.

Section 7. Removal. The directors of the Foundation may remove an officer from office at any time, with or without cause, upon the affirmative vote of two-thirds of the directors.

Section 8. Vacancies. A vacancy in any office resulting from removal, resignation, or death, shall be filled by a majority vote of the directors of the Foundation then serving. An officer appointed to fill a vacancy shall serve the unexpired term of the officer vacating that position.

ARTICLE V

Nominations and Elections

Section 1. Nominating Committee.

(a) Membership. The Nominating Committee shall consist of three (3) directors, including its chairman, all of whom shall be appointed by the President of the Foundation, with the approval of the Board of Directors.

(b) Duties. The Nominating Committee shall be responsible to the directors of the Foundation for the following:

(i) Nominating a slate of directors to the members for presentation at their annual meeting.

(ii) Nominating a slate of officers to the directors for presentation at their annual meeting.

(iii) Nominating persons to fill any vacancies in any office which may occur during a term of office.

Section 2. Qualifications. Neither sex, race, creed, religion, nor national origin shall be a factor in nominating a candidate for election as a director or an officer. Such candidates shall meet the following minimal qualifications:

(a) Possess a genuine interest in the Foundation and its affairs, and a belief in its purposes as set forth in its Articles of Incorporation and Bylaws.

(b) Have freedom to devote and have an apparent willingness to devote a reasonable amount of time to the projects and committee activities of the Foundation.

Section 3. Election and Appointment. Candidates for election as directors and officers shall be selected by the Nominating Committee based on the qualifications listed in Article V, Section 2, of these Bylaws and in accordance with the following process:

(a) The Nominating Committee shall nominate persons to be elected as directors and officers of the Foundation.

(b) Directors shall be elected by the members at their annual meeting.

(c) Officers shall be elected by the directors at their annual meeting, or in the case of filling vacancies, at any regular meeting or special meeting called for that purpose.

(d) Nothing in this Article V shall preclude nominations from the floor at the annual meeting of members or directors.

ARTICLE VI

Conflicts of Interest

No director or elected or employed officer of the Foundation shall use his position or his office or its prerogatives as a means of preferring his personal interests to those of the Foundation, and any such director or officer who, directly or indirectly, has a substantive financial interest in or business relation with any entity with which the Foundation does business or competes shall communicate that fact promptly to the Foundation in full and frank disclosure.

ARTICLE VII

Committees of the Board of Directors

Section 1. Appointment of Committees. All committees of the Board of Directors shall be appointed by the President with the approval of the

Board of Directors. The President of the Board of Directors shall appoint the committee chairmen, each of whom shall be a director.

Section 2. Standing Committees. Committees of the Board of Directors shall be standing or special. Until authorized by the directors, the Foundation shall have no standing committees except the Nominating Committee.

Section 3. Special Committees. Special Committees may be appointed by the President, with the concurrence of the Board of Directors, for such special tasks as circumstances warrant.

Section 4. Quorum. A majority of members of each committee shall constitute a quorum. Each committee shall meet upon call of its chairman.

ARTICLE VIII

Administration

Section 1. Executive Director. The Board of Directors may employ a person who shall be the Foundation's Executive Director in the management of the affairs of the Foundation. The Executive Director shall be given the necessary authority and responsibility to operate the Foundation in all its activities, subject to such policies as may be issued by the Board of Directors or any of its committees to which it has delegated power for such action.

Section 2. Duties of Executive Director. The authority and responsibility of the Executive Director shall include:

- (a) Carrying out all policies established by the Board of Directors and advising on the formation of these policies.
- (b) Preparing an annual budget for approval of the directors of the Foundation showing the expected revenue and expenditures as required by the Board of Directors.
- (c) Supervising business affairs to ensure that funds are collected and expended to the best possible advantage.
- (d) Attending all meetings of the Board of Directors, and committees thereof.

(e) Serving as the liaison and channel of communications between the Board of Directors and any of its committees, and the directors and members of any of its affiliated organizations.

(f) Performing other duties that may be necessary or in the best interests of the Foundation.

ARTICLE IX

Indemnification of Directors and Officers

The corporation shall indemnify any director or officer, or former director or officer of the corporation, against judgments, penalties, fines, settlements and reasonable expenses actually incurred by him or her in connection with any proceeding to the extent authorized and subject to the provisions of Chapters 23B.08.500 through 23B.08.600 of the Revised Code of Washington, as now enacted or as hereafter amended. The risks covered by this indemnification may be protected against by the purchase, maintenance and payment of premiums for such insurance as in the discretion of the Board of Directors is appropriate.

ARTICLE X

Dissolution

Section 1. Distribution of Net Assets. In the event the Foundation is dissolved, the Board of Directors, after paying or adequately providing for its debts and obligations, shall distribute the net assets of the Foundation to nonprofit funds, foundations, recognized associations, or organizations having the same or similar purposes as the Foundation and which at the time have established their tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or comparable provisions of subsequent legislation).

Section 2. Trusts and Endowments. In the event the Foundation is dissolved, all trusts and endowments held by the corporation at the time of dissolution shall be distributed to such organizations in a manner which will assure continuity of the trust or endowment and continuity of the purpose for which the trust or endowment was created. Should any trust or endowment

provide for continuity under the circumstances of corporate dissolution, the terms of the trust or endowment shall prevail.

ARTICLE XI

Rules

In the absence of any provision in these Bylaws to the contrary, all meetings of the members, the Board of Directors, and all committees of the Board of Directors of the Foundation shall be governed by the then current edition of Robert's Rules of Order.

ARTICLE XII

Amendments

Section 1. By the Directors. These Bylaws may be amended, altered, or repealed in all or any part by a two-thirds (2/3) vote of the directors present at their annual meeting or any regular or special meeting of the directors at which there is a quorum, provided a full statement of any proposed amendments shall have been published with the notice calling the meeting.

Section 2. By the Members. These Bylaws may be amended, altered, or repealed in all or any part by a majority vote of the members present at their annual meeting or any special meeting of members at which there is a quorum, provided a full statement of any proposed amendments shall have been published with the notice calling the meeting.

ARTICLE XIII

Construction

Unless some other meaning is apparent from the context, the plurals shall include the singular and vice versa, and masculine, feminine, and neuter words shall be used interchangeably.

ARTICLE XIV

Effective Date

The effective date of these Amended Bylaws is September 1, 2001.

ADOPTION: The foregoing Amended Bylaws of the Foundation were duly adopted by its directors on August 23, 2001.