

BYLAWS
of
NEW PHOEBE HOUSE ASSOCIATION

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**BYLAWS
of
NEW PHOEBE HOUSE ASSOCIATION**

Article 1: Name of the Corporation

The name of the corporation shall be “New Phoebe House Association” (hereinafter referred to as the “Corporation”).

Article 2: Purposes of the Corporation

The purposes for which this Corporation is formed are exclusively charitable, scientific, or educational and consist of the following:

A. To provide safe, clean and sober emergency shelter and transitional low-income housing to homeless women and women with preschool children.

B. To provide educational and supportive services to low-income persons needing emergency and transitional housing to help them become self-sufficient productive members of our community.

C. To combat community deterioration.

D. To aid, support, and assist by gifts, contributions or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, scientific, or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

E. To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly and either alone or in conjunction or cooperation with others, whether such others be persons or organizations or any kind or nature, such as corporations, firms associations, trusts, institutions, foundations, or governmental bureaus, departments, or agencies.

This Corporation has been formed under the Washington Nonprofit Corporation Act for the charitable and educational purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of the publication or dissemination of materials or statements with the purpose of attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

The Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any, powers that are not in furtherance of the charitable and educational purposes described in the articles of incorporation.

Article 3: Members

The Corporation shall not have any members.

Article 4: Directors

Section 4.01 - Powers

The activities, affairs, and property of the Corporation shall be managed, directed and controlled, and its powers exercised by, and vested in, the Board of Directors. The Board of Directors may delegate the management of the day-to-day operation of the business of the Corporation to a management company, committee (however composed), or other person, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Section 4.02 - Number of Directors

The authorized number of directors shall be not less than five (5) nor more than twenty-five (25) until changed by a bylaw amending this Section 4.02. The exact number of directors shall be fixed from time to time, within the limits specified in this Section 4.02, by resolution of the Board of Directors. The number of directors at the time of incorporation was six (6).

Section 4.03 - Qualifications of Directors

Each director shall be a natural person at least eighteen (18) years of age. None of the directors shall be paid staff of the Corporation or of any other organization receiving financial support from the Corporation.

The members of the Board of Directors shall be appointed by the Board of Directors. It is the intent of the Corporation that the Board of Directors shall include a diversity of technical skills to enable the Board of Directors to make informed, well-balanced decisions on the economic viability and social impact of its activities and shall include representatives of constituents served by the Corporation.

Section 4.04 - Election and Term of Office

Each member of the Board of Directors shall be appointed by the Board of Directors, and each director so appointed shall serve for an indefinite term that continues until her or his resignation, removal, or death. No individual shall be appointed to the Board until they have attended as a guest at least three regular meetings of the Board.

Section 4.05 - Resignation

Any director may resign effective upon delivering a written notice of resignation to the President, the Secretary, or the Board of Directors of the Corporation, unless the written notice of resignation specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, the successor may be elected to take office when the resignation becomes effective. No director may resign when the Corporation would then be left without a duly elected director or directors in charge of its affairs.

Section 4.06 - Removal

Any director may be removed with cause, including, but not limited to, having three (3) consecutive unexcused absences from regularly scheduled Board meetings, at any time by the affirmative vote of a majority of the directors then in office at any regular or special meeting of directors; provided that the director to be removed has been notified in writing in the manner set

forth in Section 4.12 of this Article 4 that such action would be considered at the meeting.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

Section 4.07 - Vacancies

A vacancy in the Board of Directors shall be deemed to exist on the occurrence of the following: (1) the death, resignation, or removal of any director; (2) the declaration by the Board of Directors of a vacancy in the office of a director who has three unexcused consecutive absences from regularly scheduled meetings, (3) an increase in the authorized number of directors, or (4) the failure of the directors, at any annual or other meeting of the directors at which any director or directors are elected, to elect the full authorized number of directors to be voted for at that meeting.

Whenever a vacancy occurs, a majority, of the remaining directors, though less than a quorum, may fill the vacancy, and each such director so appointed or designated shall hold office for the remainder of the term of the directorship so vacated.

Section 4.08 - Meetings

Regular meetings of the Board of Directors may be held at any place within or outside of the state of Washington that has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal executive office of the Corporation. Special meetings of the Board shall be held at any place within or outside the state of Washington that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of the Corporation.

Notwithstanding the provisions of this Section 4.08, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all the Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, as long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

Meetings of the Board of Directors may be called by the President, Vice President, Secretary, or Treasurer, and in addition, a meeting must be called by any of the officers listed herein on the written request of any three directors.

Section 4.09 - Annual Meeting

The Board of Directors shall hold an annual meeting within the first quarter of each calendar year for the purpose of appointing directors and officers of the Corporation, and for the transaction of other business. Notice of the annual meeting shall be given in the manner set forth in Section 4.12 of this Article 4.

Section 4.10 - Other Regular Meetings

Other regular monthly meetings of the Board of Directors shall be scheduled annually and held at such place and time as are fixed by action of the Board of Directors. Such regularly scheduled monthly meetings may be held without notice.

Section 4.11 - Special Meetings

Special meetings of the Board of Directors for any purpose may be called at any time by the President of the Board, the Secretary or any three directors.

Section 4.12 - Notice of Meetings

Written notice of the time and place of annual and special meetings shall be delivered personally, to each director or communicated to each director by telephone, facsimile, electronic mail, or first-class mail addressed to the director at the director's address as it is shown upon the records of the Corporation or, if it is not so shown on such records or is not readily ascertainable, at the place at which meetings of the directors are regularly held. In case such notice is mailed, it shall be deposited in the United States mail at least four (4) days prior to the time of the holding of the meeting. In case such notice is delivered personally or by telephone, facsimile or electronic mail, it shall be properly dispatched by the sender at least forty-eight (48) hours prior to the time of the holding of the meeting. Such mailing or delivery, personally or by telephone, facsimile, or electronic mail, shall be due, legal, and personal notice to such director.

Notice of a meeting need not be given to any director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to such director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 4.13 - Action at a Meeting; Quorum and Required Vote

Each director shall have one vote. Presence of a majority of the directors then in office at a meeting of the Board of Directors constitutes a quorum for the transaction of business, except as otherwise provided in these Bylaws. Every act done or decision made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number, or the same number after disqualifying one or more directors from voting, is required by the Articles of Incorporation, these Bylaws, or by law.

A meeting at which a quorum is initially present, including an adjourned meeting, may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a disinterested majority of the required quorum for such meeting, or such greater number as required by the Articles of Incorporation, these Bylaws or by law.

Adoption or revocation of a plan of merger; consolidation; voluntary dissolution; bankruptcy or reorganization; or for the sale, lease, or exchange of all or substantially all of the property and assets of the Corporation requires the approval of two-thirds (2/3) of the authorized number of directors of the Corporation.

Section 4.14 - Meetings Held by Telephone or Similar Communications Equipment

Members of the Board of Directors or its committees may participate in a meeting of the Board of Directors or such committees 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 4.15 - Adjourned Meeting and Notice

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment. Such notice may be waived in the manner provided in Section 4.12.

Section 4.16 - Action Without a Meeting

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if a majority of members of the Board entitled to vote shall individually or collectively, consent in writing 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 the majority vote of such directors.

Section 4.17 - Compensation

Neither the directors nor any members of their immediate families shall receive any compensation or financial benefits from their association with the Corporation, but the Board of Directors may authorize the payment by the Corporation of the reasonable expenses incurred by the directors in the performance of their duties.

Article 5: Committees

Section 5.01 - Designation

The Board of Directors may, by resolution adopted by a majority of the directors then in office, provided that a quorum is present, designate an Executive Committee and other such committees, task forces, work groups, etc. as it deems appropriate and necessary.

Section 5.02 - Executive Committee

Pursuant to Section 5.01, the Board may appoint three (3) or more directors, one of whom shall be the President and one of whom shall be the Secretary of the Board, to serve as the Executive Committee of the Board. The Executive Committee, unless limited in a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the Corporation between meetings of the Board and may expend its funds within the budget approved by the Board; PROVIDED, that the Executive Committee shall not have the authority of the Board of Directors in reference to amending, altering or repealing the 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 not in the ordinary course of business; authorizing the voluntary dissolution of the Corporation or revoking proceeding therefor adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by any committee. The Secretary of the Corporation shall provide to each director a summary report of the business conducted at any meeting of the Executive Committee. The designation and appointment of the Executive

Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director of any responsibility imposed upon it or him by law. The Executive Committee shall consist of not less than three directors.

Section 5.03 - Other Committees, Task Forces, Work Groups, Etc.

The Board of Directors may from time to time establish other committees, task forces, work groups, etc. each of which shall consist of one (1) or more directors and may also include members who are not on the Board of Directors, to serve at the pleasure of the Board. The Board may designate one or more alternate members of any committee, who may replace any absent member at any meeting or the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the directors then in office, provided that a quorum is present. Such duly authorized committees, task forces, work groups etc. shall have such duties, and the members of which shall hold office for such periods, as the Board of Directors may from time to time determine; PROVIDED, that no committee shall have any power or authority which could not be exercised by or had by the Executive Committee. The rules of procedure of such committees shall be determined from time to time by the Board of Directors or, if authorized by the Board of Directors, by the respective committees, task forces, work groups, etc. Any such committee, task force, work group, etc. may be abolished or any member thereof removed, without cause, at any time by the Board of Directors.

Low-Income Community Involvement: The Board of Directors shall insure input from and involvement of low-income beneficiaries in the design, site selection, development and managements of housing. When constituents of a service area where housing will be developed are not represented on the Board the input of such persons shall be actively sought by the following methods: (1) through the establishment of an ad hoc committee of potential beneficiaries of the proposed housing; (2) through the establishment of advisory councils of low-income persons from the service area; and/or (3) in one or more neighborhood meetings in the service area.

Section 5.04 - Vacancies

A vacancy occurring in any committee may be filled by the Board of Directors in the manner provided for original designation of such committee members.

Section 5.05 - Notice of Meetings

Reasonable verbal notice, including time and place, of all committee meetings shall be given by the Committee Chair to the members thereof.

Section 5.06 - Quorum; Majority Vote

At meetings of any committee, a majority of the number of members designated by the Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of the members present at any meeting at which a quorum is present shall be the act of such committee, except as otherwise specifically provided by statute, the articles of incorporation, or these Bylaws. If a quorum is not present at a meeting of any committee, the members present may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum is present.

Article 6: Actions by Written Consent

Any corporate action required or permitted by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, to be taken at a meeting of the Board of Directors (or its committees) of the Corporation, 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 entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a majority vote, and may be described as such.

Article 7: Waiver of Notice

Whenever any notice is required to be given to any director of the Corporation by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, 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 equivalent to the giving of such notice.

Article 8: Officers and Executive Director

Section 8.01 - Titles and Qualifications

The officers of the Corporation shall consist of a President of the Board, a Vice President, a Secretary, a Treasurer, and such other officers as the Board may from time to time designate. Any person may hold any two or more offices of the Corporation, except that neither the Secretary nor the Treasurer may serve concurrently as President of the Board. If two or more persons are elected as Co-Presidents, or as Vice Presidents, or holders of other offices, then each shall possess the full authority of that office unless the Board of Directors specifies otherwise.

Section 8.02 - Election and Term of Office

The officers of the Corporation shall be elected by the Board of Directors and shall serve for a term of one (1) year or until his or her successor is elected. Unless an officer resigns, dies, or is removed prior thereto, he or she shall hold office until his or her successor has been chosen and qualified.

Section 8.03 - Resignation

Any officer may resign at any time by delivering a written resignation to the Board of Directors, the President, or the Secretary of the Corporation, without prejudice, however, to the rights, if any, of the Corporation under any contract to which such officer is a party. Any resignation shall take effect on the date of the receipt of such notice or at any later time specified in the resignation; and, unless otherwise specified in the resignation, the acceptance of the resignation shall not be necessary to make it effective.

Section 8.04 - Removal

Any officer may be removed at any time by a majority vote of the directors at a duly held meeting of the Board at which the officer is permitted to be heard, the notice of which meeting shall have specified the proposed removal.

Section 8.05 - Vacancies

Any vacancy in an office may be filled by the Board of Directors.

Section 8.06 - Duties of the President of the Board

The President of the Board shall preside at all meetings of the Board of Directors and Executive Committee, and shall have such other powers and duties not inconsistent with these Bylaws as may be assigned from time to time by the Board of Directors.

Section 8.07 - Duties of the Vice President

The Vice President of the Board shall possess the powers and discharge the duties of the President of the Board in the latter's absence or disability, and shall have such other powers and duties not inconsistent with these Bylaws as may be assigned from time to time by the Board of Directors.

Section 8.08 - Duties of the Secretary

It shall be the duty of the Secretary to cause a record to be kept of the corporate affairs of the Corporation including all the meetings of the Board of Directors and Executive Committee, with the time and place of holding, whether regular or special, and if special, how authorized, the notice given, the names of those present at the meetings, and the proceedings of such meetings, and to perform such other duties not inconsistent with these Bylaws as may be assigned from time to time by the Board of Directors. The Secretary shall give, or cause to be given, notice of all the meetings of the Board of Directors and Executive Committee and of the committees of this corporation required by these Bylaws or by law to be given.

Section 8.09 - Duties of the Treasurer

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The Treasurer shall arrange for an annual audit of the Corporation's financial accounts by an independent Certified Public Accountant.

The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, shall render to the President and directors, whenever they request it, an account of all of the Treasurer's transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

If required by the Board of Directors, the Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the Treasurer's office and for restoration to the Corporation of all its books, papers, vouchers, money and other property of every kind in the Treasurer's possession or under the Treasurer's control on the Treasurer's death, resignation, or removal from office. The Corporation shall pay the cost of such bond.

Section 8.10 - The Executive Director

An Executive Director may be hired by, and serve at the pleasure of, the Board of Directors. The Executive Director shall serve as the chief executive officer of the Corporation, exercise general and active management of the business of the Corporation, shall report to and advise the Board of Directors on all significant matters relating to the Corporation's business, and shall see that all orders and resolutions of the Board of Directors are carried into effect.

Article 9: Standard of Care

Section 9.01 - General

A director shall perform the duties of a director, including duties as a member of any committee of the Board on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) One or more officers or employees of the Corporation whom the director believes to be reliable and competent in the matters presented;
- (b) Counsel, independent accountants or other persons as to matters which the director believes to be within such person's professional or expert competence; or
- (c) A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence, so long as in any such case, the director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Section 9.03 and the Articles of Incorporation, a person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

Section 9.02 - Loans

This corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer; provided, however, that this corporation may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 9.03 - Self-Dealing Transactions

Except as approved in Section 9.04 below, the Board shall not approve a self-dealing transaction. A self-dealing transaction is one to which the Corporation is a party and in which one or more of the directors has a material financial interest or a transaction, between this corporation and one or more of the directors or between this corporation and any person in which

one or more of its directors has a material financial interest.

Section 9.04 - Approval

The Board of Directors may approve a self-dealing transaction if the Board determines that the transaction is in the best interests of, and is fair and reasonable to, this corporation and, after reasonable investigation under the circumstances, determine that this corporation could not have obtained a more advantageous transaction with reasonable effort under the circumstances. Such determinations must be made by the Board, in good faith, with knowledge of the material facts concerning the transaction, and by a vote of the majority of the directors then in office, provided that a quorum is present, without counting the vote of the interested director or directors.

Article 10: Indemnification

Section 10.01 - Indemnification

Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the Corporation or, while a director or officer, he or she is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, trustee, officer, employee or agent, shall be indemnified and held harmless by the Corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorney's fees, judgements, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, trustee, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; *provided, however*, that except as provided in Section 10.02 with respect to proceedings seeking solely to enforce rights to indemnification, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the Corporation. The right to indemnification conferred in this Section 10.01 shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition: provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section 10.01 or otherwise.

Section 10.02 - Right of Claimant to Bring Suit

If a claim for which indemnification is required under Section 10.01 is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for expenses incurred in defending a proceeding in

advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the Corporation), and thereafter the Corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the Corporation (including its board of directors, independent legal counsel or its members, if any) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses of the claimant is proper in the circumstances nor an actual determination by the Corporation (including its board of directors, independent legal counsel or its members, if any) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

Section 10.03 - Nonexclusivity of Rights

The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of members, if any, or disinterested directors or otherwise.

Section 10.04 - Insurance, Contracts and Funding

The Corporation may maintain insurance at its expense to protect itself and any director, trustee, officer, employee, agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such persons against such expense, liability or loss under the Washington Business Corporation Act, as applied to nonprofit corporations. The Corporation may, without further membership action, enter into contracts with any director or officer of the Corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

Section 10.05 - Indemnification of Employees and Agents of the Corporation

The Corporation may, by action of its Board of Directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the Corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation or pursuant to rights granted pursuant to, or provided by, the Washington Business Corporation Act, as applied to nonprofit corporations, or otherwise.

Article 11: Deposits, Checks, Loans, Contracts

Section 11.01 - Deposit of Funds

All funds of the Corporation not otherwise employed shall be deposited in such banks, trust companies, or other reliable depositories as the Board of Directors from time to time may determine.

Section 11.02 - Checks, Etc.

All checks, drafts, endorsements, notes, deeds of trust, mortgages and other evidences of indebtedness of the Corporation and other corporate instruments or documents shall be executed, signed or endorsed by such officers or agents of the Corporation and in such manner as the Board of Directors from time to time may determine. Endorsements for deposits to the credit of the Corporation shall be made in such manner as the Board of Directors from time to time may determine.

Section 11.03 - Loans

No loans or advances shall be contracted on behalf of the Corporation, and no note or other evidence of indebtedness shall be issued in its name, unless and except as authorized by the Board of Directors. Any such authorization may include authorization to pledge, as security for loans or advances so authorized, any and all securities and other personal property at any time held by the Corporation.

Section 11.04 - Contracts

The Executive Director or any other officer specifically authorized by the Board of Directors may, in the name of and on behalf of the Corporation, enter into those contracts or execute and deliver those instruments to the extent authorized by the Board of Directors. Without the authorization of the Board of Directors, no officer, staff or other agent of the Corporation may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

Article 12: Maintenance and Inspection of Corporate Records

Section 12.01 - Maintenance and Inspection of Articles and Bylaws

The Corporation shall keep at its principal office in this state, the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

Section 12.02 -- Maintenance and Inspection of Other Corporate Records

The accounting books, records, and minutes of proceedings of the Board of Directors and any committees of the Corporation shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal executive office of the Corporation. The minutes shall be kept in written or, type form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the Corporation shall turn over to his or her successor or the President, in good order,

such corporate monies, books, records, minutes, lists, documents, contracts or other property of the Corporation as have been in the custody of such officer, employee, or agent during his or her term of office.

Each director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations, if any. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extract of documents.

Article 13: Annual Report to Directors

The Corporation shall provide to the directors no later than 120 days after the close of its fiscal year, a report containing the following information in appropriate detail:

(a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.

(b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.

(c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

The report shall be accompanied by any pertinent report of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

Article 14: Fiscal Year

The fiscal year of the Corporation shall run from January 1 through December 31 of each year.

Article 15: Construction and Definition

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Washington Nonprofit Corporation Act, Chapter 24.03 of the Revised Code of Washington, as amended from time to time shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural -number includes the singular, and the term "person" includes a corporation as well as a natural person. If any competent court of law shall deem any portion of these Bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these Bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

Article 16: Amendment of Bylaws

Except as otherwise provided herein, these bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority vote of the directors present at any regular or special meeting, a quorum being assembled, provided that written notice of such meeting, setting

forth in detail the proposed Bylaw revisions, be given not less than ten (10) days prior to such meeting, unless such notice is waived in accordance with these Bylaws.

Article 17: Miscellaneous

Section 17.01 - Nondiscrimination

The members, officers, directors, committee members, employees, and person served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, sexual orientation or identity, race, color, religion, handicap, national origin, and familial status.

Section 17.02 - Relation to Articles of Incorporation

These Bylaws are subject to, and governed by, the Articles of Incorporation.

Section 17.03 - Dedication of Assets

The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable and educational purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any director or officer of this corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed to an organization dedicated to charitable and educational purposes which has established its tax exempt status under Internal Revenue Code Section 501(c)(3).

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