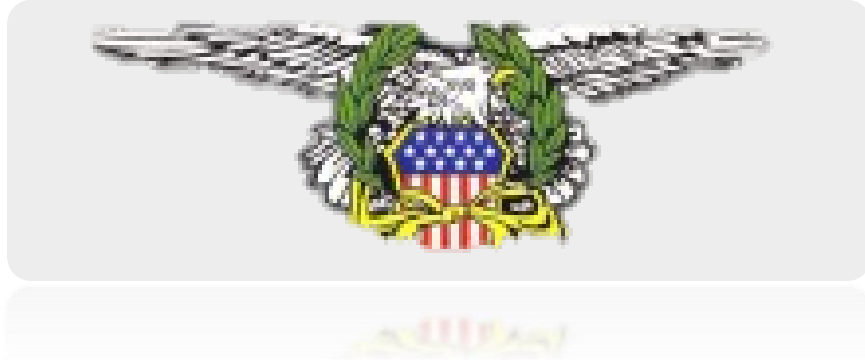


ABATE OF WASHINGTON



**STATE BYLAWS
OF
ABATE OF WASHINGTON
A WASHINGTON NONPROFIT CORPORATION**

Ratified June 9, 2024

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ARTICLE I – FORMATION AND GENERAL PROVISIONS

1.1 DEFINITIONS

The following definitions apply throughout these Bylaws:

- (1) “Act” means the Washington State Nonprofit Corporation Act, RCW 24.03A.
- (2) “Address” unless otherwise specified means either a physical mailing address or an electronic address.”
- (3) “Articles” means the Articles of Incorporation as filed with the Washington Secretary of State, as modified by all amendments thereto. If the Corporation files Articles of Restatement which restate the Articles in their entirety, then “Articles” does not include any prior filings.
- (4) “Board” or “Board of Directors” means the governing body of the Corporation which is elected by the local chapters. The number and qualifications of the members of the Board are set forth in Article IV.
- (5) “Catastrophic Event” is defined as a sudden, natural or man-made situation where rapid change or destruction has occurred that has limited normal functions in daily living, including communications and travel.
- (6) “Charitable Corporation” means a corporation that is operated primarily for one or more charitable purposes making the Corporation eligible to be exempt from taxation under section 501(c)(3) of the Internal Revenue Code.
- (7) “Charitable” means, in its generally accepted legal sense, relief of the poor, the distressed, or the underprivileged; advancement of religion; advancement of education or science; erecting or maintaining public buildings, monuments, or works; lessening the burdens of government; lessening neighborhood tensions; eliminating prejudice and discrimination; defending human and civil rights secured by law; and combating community deterioration and juvenile delinquency.
- (8) “Code” means Title 26 U.S.C. Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, or the corresponding provisions of any successor statute.
- (9) “Corporation” means ABATE of Washington, a Washington nonprofit corporation.
- (10) “Deliver” or “Delivery” means by hand, United States mail, private courier service, or electronic transmission, or other methods of delivery used in conventional commercial practice, unless specific methods are set forth in these Bylaws. Delivery to the Secretary of State means actual receipt by the Secretary of State.
- (11) “Electronic Transmission” means an electronic (electrical, digital, magnetic, wireless optical electromagnetic or similar) communication: (i) not directly involving the physical transfer of a Record in a tangible medium; and(ii) that may be retained, retrieved, and reviewed by the sender and the recipient thereof, and that may be directly reproduced in a tangible medium by such sender and recipient.
- (12) “Execute” means signed with respect to a written Record or electronically transmitted with sufficient information to determine the sender’s identity and intent to execute.
- (13) “Executive Committee” is defined in Section 7.2.2.
- (14) “Gift Instrument” means a Record under which property is donated to, transferred to, granted to, or held by the Corporation. A “Solicitation” constitutes a Gift Instrument with respect to a donation, transfer or grant of property made in response to the Solicitation only if the Solicitation was in the form of a Record (including, but not limited to, invitations made by electronic transmission or in electronic media), or was documented in the form of a Record created no later than ninety (90) days after the Solicitation was made, and the donation was made within one year of the Solicitation.
- (15) “Nonprofit Act” means the Washington State Nonprofit Corporation Act, RCW 24.03A.

- (16) “Property held for charitable purposes” is defined as
 - (i) property which is subject to restriction contained in a “Gift Instrument” that limits its use only to one or more charitable purposes, or
 - (ii) property that is subject to restrictions contained in the Corporation's Articles, Bylaws, or any Record adopted by the Corporation's Board, or
 - (iii) property that is subject to other limitations in the form of a Record, that limit its use only to one or more charitable purposes.
- (17) “Record” means information inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form. An electronic transmission not directly involving the physical transfer of a record in a tangible medium is a record only if:
 - (i) It may be retained, retrieved, and reviewed by the sender and the recipient thereof; and
 - (ii) It may be directly reproduced in a tangible medium by the sender and the recipient thereof.
- (18) “Record Date” is defined in section 3.6.7.
- (19) “Solicitation” means any oral or written request for a contribution, including an offer or attempt by the solicitor to sell any property, right, services, or other thing in connection with which:
 - (i) Any appeal is made for any charitable purpose;
 - (ii) The name of any charitable corporation, or any foreign nonprofit corporation that would be a charitable corporation if it were incorporated under RCW 24.03A, is used as an inducement for making the contribution or consummating the sale; or
 - (iii) Any statement is made that implies that the whole or any part of the contribution or the proceeds from the sale will be applied toward any charitable purpose or donated to any entity organized or operated for charitable purposes.
- (20) “State” is defined in Section 1.2.2.

1.2 FORMATION AND STRUCTURE

1.2.1 FORMATION. ABATE of Washington (the “Corporation”) is a Washington nonprofit corporation subject to the provisions of the Washington State Nonprofit Corporation Act (the “Nonprofit Act”) and the federal Internal Revenue Code, as amended, (the “Code”) as well as to any further amendments to the Nonprofit Act or the Code. The Corporation was formed by the filing of Articles of Incorporation (the “Articles”) with the Washington Secretary of State and is subject to the provisions set forth therein and to any amendments or restatements thereof. No provision of the Corporation’s Bylaws or policies for management may be inconsistent with those of the Nonprofit Act, the Code, or the Articles.

1.2.2 STRUCTURE. The Corporation consists of a central governing body and local chapters. The central governing body for all chapters in Washington State, which is sometimes referred to as “State,” shall consist of a Board of Directors (the “Board”) elected by all members of the local chapters.

1.3 PRINCIPAL OFFICE

The Corporation shall have and continuously maintain a principal office within the State of Washington. The “Principal Office” is the office designated in the Annual Report to the Secretary of State as the location of

the principal executive office of the Corporation. The location of the Principal Office shall be the address of the State Secretary; however, the Board may designate the location of the Principal Office.

1.4 REGISTERED AGENT

1.4.1 DESIGNATION OF REGISTERED AGENT

The Corporation shall designate and maintain a registered agent within the State of Washington. The registered agent is authorized to receive service of any process, notice, or demand required or permitted by law to be served on the Corporation. The registered agent shall be the State Secretary and shall be appointed by the Board and may be: (i) a commercial registered agent (as defined in RCW 23.95.420); (ii) an individual who holds an office or other position within the Corporation, if service of process, notices, and demands are to be delivered to whichever individual is holding that office or position; or (iii) a designated individual.

1.4.2 ADDRESS OF REGISTERED AGENT

The address of the registered agent must be a street address in the State of Washington. The Registered agent may provide a mailing address in addition to the physical address in the State of Washington, if the mailing address is different from the physical address. The address of the registered agent shall be the address of the State Secretary.

1.4.3 DUTIES OF THE REGISTERED AGENT

The duties of the registered agent include forwarding any notice or demand pertaining to the Corporation which is served on or received by the agent, and any notices required by the Nonprofit Act. The registered agent is also responsible for keeping current the information required by the Secretary of State.

1.4.4 CONSENT OF REGISTERED AGENT

A registered agent shall not be appointed without having given prior consent to the appointment in a Record which shall be delivered to the Secretary of State of the State of Washington.

1.4.5 CHANGE OF REGISTERED AGENT

The registered agent for the Corporation may be changed from time to time by the Board. To be effective, notice of any change in the registered agent or registered office must be filed with the office of the Secretary of State of the State of Washington.

1.5 ANNUAL REPORTS

The Corporation shall deliver to the Secretary of State an annual report which is due by the end of the month in which the Corporation was incorporated (March). In addition, the Corporation may be required to register and file reports with the Charities Division of the Washington State Secretary of State.

1.6 REPORTS OF MAJOR CHANGES

The Corporation must report on the next annual report delivered to the Secretary of State following any major changes in operations of significant programs or activities that are substantially different from those previously operated and that differ from those described in the most recent application for exemption from federal income tax which has resulted in a determination letter of tax-exempt status. Major actions that create a reporting requirement and exceptions to the reporting obligation are set forth in RCW 24.03A.075.

ARTICLE II – PURPOSES, POWERS, AND LIMITATIONS

2.1 PURPOSES

The Corporation is organized for the purposes set forth in the Articles, which may be modified only by amendment to the Articles.

2.2 POWERS

2.2.1 GENERAL POWERS

The Corporation has the general powers set forth in RCW 24.03A.140 and may do any acts, not inconsistent with law, that are necessary or convenient to further the purposes, activities, and affairs of the Corporation, subject to the limitations set forth below.

2.2.2 EMERGENCY POWERS

An emergency exists if a quorum of the Board cannot readily be assembled because of some Catastrophic Event. In such an event, the Board may modify lines of succession, take actions necessary to ensure the Corporation is preserved and acts in accordance with its purposes. During an emergency, Notice of Board meetings need be given in any practicable manner only to directors that it is practicable to reach. The quorum need not be established, and one or more officers present may be deemed directors for purposes of the meeting. During, or in anticipation of an emergency, the Board may conduct meetings by remote communication.

2.3 LIMITATIONS AND PROHIBITIONS

2.3.1 501(c)(3) STATUS.

Notwithstanding any other provision of these Bylaws, this Corporation shall not, except to an insubstantial degree, carry on or engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation. Because the Corporation is organized exclusively for purposes within the meaning of Section 501(c)(3) of the Code, the Corporation shall not carry on any activities not permitted to be carried on: (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code; or (ii) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Code.

2.3.2 PROHIBITED DISTRIBUTIONS

The property, assets, profits, and net income of this Corporation are dedicated, irrevocably, to the charitable purposes set forth in the Articles. The Corporation shall not distribute any property held for charitable purposes nor shall it pay dividends or make distributions of any part

of its assets, income, or profits to its members, directors, officers or other persons who are in a position to exercise substantial influence over the affairs of the Corporation, except:

- (1) For reasonable compensation for services rendered or reimbursement of reasonable expenses incurred in connection with services rendered;
- (2) To another entity that is a charitable corporation or is organized and operated exclusively for one or more charitable purposes;
- (3) To the federal government, a tribal government, or a state or local government for a public purpose; or
- (4) Upon dissolution as provided in RCW 24.03A.906.

2.3.3 GIFT RESTRICTIONS

A gift to the Corporation that is: (a) accepted by the Corporation; (b) not in trust; and (c) subject to material restrictions or requirements contained in a "Gift Instrument" transfers complete ownership to the Corporation. The Corporation is bound by the material restrictions or requirements contained in the Gift Instrument and complies with terms contained in a Gift Instrument if it reasonably complies with all material restrictions or requirements contained in the term, or, when appropriate under the facts and circumstances, seeks modification in accordance with RCW 24.03A.190. Modification or release of a gift restriction does not allow a gift to be used for a purpose other than a Charitable Purpose. A gift to the Corporation without a Gift Instrument is not subject to gift restrictions.

2.3.4 FINANCIAL DONATIONS TO POLITICAL CAMPAIGNS OR CANDIDATES

The Corporation or its chapters may not directly or indirectly participate in, or intervene in, any political campaign on behalf of (or in opposition to) any candidate for elective public office. Contributions to political campaign funds or public statements of position (verbal or written) made on behalf of the Corporation in favor of or in opposition to any candidate for public office, clearly violate the prohibition against political campaign activity.

2.3.5 SOLICITATIONS.

If the Corporation solicits contributions from the public in the state of Washington, it must abide by the regulations set forth in RCW 19.09.100.

2.3.6 DEBT AND SECURITY INTERESTS.

The Corporation shall not issue bonds or other evidence of indebtedness except for cash or other property, tangible or intangible, or labor or services actually received by or performed for the Corporation or for its benefit or in its formation or reorganization, or a combination thereof. However, the Board may authorize a mortgage or pledge of, or the creation of a security interest in, all or any part of the property of the Corporation, or any interest therein.

ARTICLE III – MEMBERS

3.1 ELIGIBILITY AND ACCEPTANCE PROCEDURES

3.1.1 ELIGIBILITY FOR MEMBERSHIP

Membership in the Corporation shall be open to all persons eighteen (18) years of age or older, who have applied for membership and paid the required dues as described in Section 3.4.2, below. No person may be admitted as a member without that person's express or implied consent.

3.1.2 ACCEPTANCE BY CORPORATION

Individuals shall be considered to be members in good standing of this nonprofit corporation upon the date of their enrollment by the State Membership Secretary or agent. Individuals may be elected or appointed to membership by the Board; provided that the Member pays the membership dues. No formal acceptance is required before an individual can become a member; however, for good cause shown, the Board of Directors may refuse acceptance of a member.

3.1.3 NO DISCRIMINATION

The Corporation does not discriminate against any person on the basis of sex, race, motorcycle choice, or religious preference.

3.2 CLASSIFICATIONS OF MEMBERSHIP

3.2.1 REGULAR MEMBER

Any person who is a member and who is not otherwise classified in articles 3.2.2 or 3.2.3 below is deemed to be a regular member.

3.2.2 LIFETIME MEMBER

The Board of Directors shall be authorized to grant a lifetime membership to any nominated member in good standing with the Corporation who meets the following criteria:

- (i) Nominated members must have been members for a period of fifteen (15) continuous years.
- (ii) Nominated members must have performed their duties in an exceptional manner.
- (iii) Any member in good standing may nominate a member who has met the qualifications, whether the member is from their own chapter, a different chapter, or an independent member with no chapter affiliation.
- (iv) Nominated Members must then submit a lifetime membership application to the State Membership Secretary no less than thirty (30) days prior to the next quarterly Board meeting, and the State Membership Secretary will then include such application in the Board packet for each Chapter to vote on. Chapters will then vote their chapter's voice at the next Board meeting; a nominee must receive two-thirds (2/3) of the Board of Directors' vote.
- (v) Nominated members must be present at this or a future Board meeting to accept a lifetime membership. If unable to attend due to health or unforeseen circumstances they may receive the membership by mail.
- (vi) A lifetime member shall be exempt from payment of state membership dues and shall receive a Lifetime Membership card and shall have all rights and benefits warranted regular members. The Board of Directors shall have the right to revoke a lifetime membership pursuant to disciplinary, suspension, or expulsion procedures as set forth in Article VIII below.

3.2.3 CHARTER MEMBER

The initial members of any chapter chartered by the Board of Directors, and any person who may become a member of said chapter within ninety (90) days after the chapter is granted its charter, shall be deemed a Charter Member of said chapter.

3.2.4 MULTIPLE CHAPTER MEMBERSHIPS

Multiple chapter (dual) memberships shall not be recognized at the State level.

3.2.5 ASSOCIATE MEMBERSHIP

An Associate Member is a member of a recognized social or fraternal organization who wishes to join with the Corporation to advocate for motorcycle rights. Associate Membership will not bring with it any of the rights of full membership as detailed in Section 3.3 below. An Associate Member shall have no (i) voting rights; (ii) membership number, (iii) insurance, or (iv) reduced cost access at state level events. An Associate Member may upgrade to full membership as set forth in Policy 3.7 of the State and Local Standing Policies, attached hereto as Addendum "A".

3.2.6 NON-CHAPTER-AFFILIATED MEMBERSHIP

A person may be a member without being affiliated with a particular Chapter. Such member must meet the requirements for regular members as set forth above in Section 3.1.1 above, and be approved for membership as set for in Section 3.1.2 above. If such Member desires to remain non-chapter-affiliated, such member cannot hold office in a chapter or vote in a chapter.

3.3 MEMBERSHIP RIGHTS AND RESTRICTIONS

3.3.1 RIGHTS

Regular Members, Charter Members and Lifetime Members shall have the right to:

- (1) vote in their affiliated chapter as set forth in Article 5 below;
- (2) vote for the election of Board members;
- (3) hold an office in the Corporation;
- (4) join the chapter of their choice;
- (5) form a chapter;
- (6) speak during chapter meetings; and
- (7) take part in all the activities of the Corporation, in accordance with these Bylaws and their respective local chapter bylaws, provided they remain in good standing.

3.3.2 AGE RESTRICTIONS

3.3.2.1 MEMBERS UNDER 21

Members under 21 years of age will not be allowed at Spring Opener or any event having a state law restricting an age limit.

3.3.3 ABATE PATCHES

The four inches ABATE membership patch can be worn on the back of a jacket, cut, etc. as long as it is not located in the dead center of the particular article of clothing. It may not be used with a "rocker" or as a "rocker" and further, it may not be the only patch on the back of said article of clothing.

The ten inch or fourteen-inch membership patch can be worn on the back of a jacket, cut, etc. centered in the upper or lower third of the article of clothing, as long as it is not located in the dead center of the particular article of clothing. It may be worn with a chapter identification or independent patch attached to bottom of patch; it may not be the only patch on the back of said article of clothing.

3.4 MEMBERSHIP RESPONSIBILITIES

3.4.1 COMPLIANCE WITH BYLAWS AND POLICIES

Members are required to comply with the provisions of these Bylaws and with standing policies which have been properly approved by the Board of Directors. A copy of the current state and local standing policies is attached as Addendum A to these Bylaws.

3.4.2 DUES

The Board of Directors by resolution shall establish or modify the annual membership dues, and such shall be due and payable to the Corporation by the last day of the anniversary month of the member's enrollment with the Corporation. After the anniversary date and until State dues are paid, all rights, privileges, and benefits of the member are revoked. Memberships are not assignable and nontransferable, and not subject to devise or bequest.

3.5 TERMINATION OF MEMBERSHIP

Termination of membership in the Corporation at the State level and at the chapter level shall occur in the following situations:

3.5.1 NONPAYMENT OF DUES

Nonpayment of dues as specified in 3.4.2. The termination or resignation of a member does not relieve the member from any obligations incurred or commitments made before resignation.

3.5.2 REQUEST FOR TERMINATION BY THE MEMBER

Upon written request by a member for termination of membership, delivered to a member of the Board or the State Membership Secretary.

3.5.3 DISCIPLINARY SUSPENSION AND EXPULSION PROCEEDINGS

Upon action of the Board pursuant to the disciplinary, suspension and expulsion procedures contained in Article VIII of these Bylaws.

3.5.4 FAILURE TO RESPOND

A membership may be terminated if the Corporation has had no contact from a member for at least three years and either the member fails to respond within ninety (90) days to a request for update contact information delivered in a manner likely to reach the member which states that failure to respond could result in termination; or such a request is returned as undeliverable.

3.6 STATEWIDE MEETINGS OF MEMBERS

3.6.1 ANNUAL MEETING OF MEMBERS

The Corporation shall hold an annual meeting of members entitled to vote once during each fiscal year during the month of July Board of Directors Meeting held at such date and time as specified by the Board for the purpose of electing the members of the Board of Directors named in Section 4.2 pursuant to the election process described in Section 4.4 below and transacting such other business as may properly come before the meeting. If the annual meeting is not held on the date designated for it, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

3.6.2 REGULAR MEETINGS OF MEMBERS

The Corporation may hold regular meetings in or outside of the State of Washington at the place and time fixed by the Board.

3.6.3 SPECIAL MEETINGS OF MEMBERS

The State Coordinator may call special meetings of the members for any purpose. A special meeting may also be called upon delivery to the Corporation of one or more demands in the form of a Record describing the purpose for which a special meeting is to be held and executed by at least twenty-five percent (25%) of the members entitled to vote at such meeting. Only business within the purpose or purposes described in the meeting notice may be conducted at a special meeting of the members.

3.6.4 PLACE OF MEMBER MEETINGS

3.6.4.1 IN-PERSON MEETINGS. Meetings of members shall be held at the principal office of the Corporation or at such other place within or without the State of Washington designated by the State Coordinator, the Board, or by the members entitled to call a meeting of members, or by a waiver of notice signed by all members entitled to vote at the meeting. At the discretion of the Board, a meeting may also be held through one or more means of remote communication through which members not physically present may participate in the meeting substantially concurrently, vote on matters submitted to the members, pose questions, and make comments. For any meeting at which one or more members may participate by means of remote communication, the Corporation shall deliver notice of the meeting to each member by a means which the member has authorized and provide complete instructions for participating in the meeting by remote communication.

3.6.4.2. ACTION WITHOUT MEETING BY BALLOT. Any action that may be taken at any annual, regular, or special meeting of members may be taken without a meeting if the Corporation delivers a ballot to every member entitled to vote on the matter.

(1) A ballot must:

- (a) Be in the form of a Record;
- (b) Set forth each proposed action;
- (c) Provide an opportunity to vote, or withhold a vote, separately for each candidate for a director position; and
- (d) Provide an opportunity to vote for or against each other proposed action.

Approval by ballot pursuant to this section of action other than election of directors is valid only when the number of ballots returned equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(2) All requests for votes by ballot must:

- (a) Indicate the number of responses needed to meet the quorum requirements;
- (b) State the percentage of approvals necessary to approve each matter other than election of directors; and
- (c) Specify the time by which a ballot must be received by the Corporation to be counted, which shall not be less than ten (10) days after the ballot is delivered to the member.

3.6.5 NOTICE OF MEMBER MEETINGS

Notice of member meetings must be delivered in the form of a Record, stating the place, date, and time of the annual, regular, or special meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called. The notice is effective five (5) days after its deposit in the U.S. mail or when given if delivered by electronic transmission to the member's address in the Corporation's current record (even if no individual is aware of its receipt), or by any other method authorized by a member. However, oral notice is not permitted. The notice must be given no fewer than ten (10) nor more than sixty (60) days before the meeting date. Notice to Members includes material that is required or permitted to accompany the notice.

3.6.6 WAIVER OF NOTICE FOR MEMBER MEETINGS

3.6.6.1 IN A RECORD

Whenever any notice is required to be given to any member under the provisions of these Bylaws, the Articles or applicable Washington law, a waiver thereof in the form of a Record, executed by the member or members entitled to such notice, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Such waiver must be delivered to the Corporation no more than sixty (60) days before or after the date of the meeting or action.

3.6.6.2 BY ATTENDANCE

The attendance of a member at a meeting:

- (a) Waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting or immediately upon arrival at the meeting objects to holding the meeting or transacting business at the meeting; and
- (b) Waives objection to consideration of a particular matter at the meeting that is not within the purpose described in the meeting notice, unless the member objects at the meeting to considering the matter.

3.6.7 RECORD DATE FOR MEMBER MEETINGS

"Record Date" means the date on which the Corporation determines the identity of its members and the membership rights they hold. The determinations shall be made as of 11:01 a.m. on the record date unless another time for doing so is specified when the record date is fixed. In order to qualify to receive notice of a meeting of the members and to vote at such meeting individuals must be members on the Record Date. The Record Date for notices of annual and special meetings of the members shall be set by the Board, but shall not be more than seventy (70) days before the meeting. If not otherwise fixed, the Record Date for determining members entitled to notice of and to vote at an annual or special meeting of the members is the day before the first notice is given to members. The Record Date for determining members entitled to demand a special meeting is the date the first member executes a demand.

3.6.8 LIST OF MEMBERS FOR MEETING

3.6.8.1. ALPHABETICAL LIST

After fixing a Record Date for a meeting of members, the State Membership Secretary shall prepare an alphabetical list of the names of all its members who are entitled to notice of that meeting. The list of members shall show the address of and number of votes each member is entitled to cast at the meeting, except that the address of any member who is known to the Corporation to be a participant in the address confidentiality program described in RCW 40.24 or any similar law may be omitted.

3.6.8.2 INSPECTION OF LIST

The list of members must be available for inspection by any member, beginning two (2) business days after notice of the meeting for which the list was prepared is given and continuing through the meeting, at the Corporation's principal office or at a place identified in the meeting notice in the city where the meeting will be held. A member or the member's agent, on demand in the form of a Record, may inspect and, subject to the requirements of RCW 24.03A.215(4) regarding limitations of use of such lists, copy the list, during regular business hours and at the member's expense, during the period it is available for inspection. The Corporation shall make the list of members available at the meeting, and a member or the member's agent may inspect the list at any time during the meeting or any adjournment.

3.6.8.3 REFUSAL OR FAILURE TO ALLOW INSPECTION

Refusal or failure to prepare or make available the list of members does not affect the validity of action taken at the meeting. However, if the Board refuses to allow a member or the member's agent to inspect the list of members before or at the meeting or to copy the list, the member may apply to the court.

3.6.8.4 ALTERNATIVE TO MAKING LIST OF MEMBERS AVAILABLE

Instead of making the list of members available, the Corporation may state in the notice of a meeting that the Corporation has elected to proceed as follows:

- (i) A member of the Corporation making a demand for inspection must state in the member's demand a proper purpose for inspection. Within ten business days after receiving such demand, the Corporation shall deliver to such member an offer of a reasonable alternative method of achieving the purpose identified in the demand without providing access to or a copy of the list of members.
- (ii) An alternative method that reasonably and in a timely manner accomplishes the proper purpose set forth in the demand relieves the Corporation from making the list of members available, unless within a reasonable time after acceptance of the offer the Corporation fails to do the things it offered to do. Any rejection of the Corporation's offer must be in the form of a Record and indicate the reasons the alternative proposed by the Corporation does not meet the proper purpose of the demand.

3.6.9 QUORUM FOR MEMBER MEETINGS

Ten (10%) percent of the members of the Corporation who are present and entitled to vote, shall constitute a quorum at a meeting of the members. If less than a quorum of the members entitled to vote is represented at a meeting, a majority of the members so represented may adjourn the meeting as set forth in Section 3.6.13.1 below. Once a member is represented for any purpose at a meeting, the member is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new Record Date is set for that adjourned meeting.

3.6.10 CONDUCT OF MEETING

The Chair of the Board or such other person as the Board shall appoint, shall preside as Chair of the meeting and shall determine the order of business. The Chair has the authority to establish rules for the order and conduct of the meeting, providing such rules are fair to the members. The Chair of the meeting shall announce when the polls close for each matter voted upon. In the absence of such announcement, the polls close upon the final adjournment of the meeting.

3.6.11 MANNER OF ACTING

The process for election of Board Members at the Annual Meeting of Members is set forth in Article 4 below. Members may take action at a meeting on matters with respect to which all of the members are entitled to vote only if a quorum of the members is present. If a quorum is present, then action on a matter other than the election of directors by a voting group is approved if the votes cast within the voting group favoring the action exceed the votes cast opposing the action. Directors are elected by a plurality of the votes cast by the members entitled to vote in the election at a meeting at which a quorum is present.

3.6.12 VOTING AT MEMBER MEETINGS

Members may not vote by proxy. Each member is entitled to one vote on each matter on which members are entitled to vote. Voting will be offered by electronic ballot. It is the responsibility of each Member to ensure that the Corporation has a current email address. The State Secretary shall issue ballots to those members who are in good standing as of the Record Date.

3.6.12.1 BALLOT TALLY

The ballots shall be tallied by the Teller Committee which is described in Section 7.2.3 below. The Teller Committee shall act as Inspectors of election as defined in RCW 24.03A.460 and shall:

- (a) Ascertain the number of members eligible to vote;
- (b) Determine the members present at a meeting;
- (c) Determine the validity of proxies and ballots pursuant to RCW 24.03.455;
- (d) Count all votes;
- (e) Determine the result; and
- (f) Make a report in the form of a Record to the Board and the membership.

3.6.13 ADJOURNMENT OF MEETING

3.6.13.1 ADJOURNMENT TO CONTINUE MEETING

If an annual, regular, or special meeting of the members is adjourned to a different date, time, or place, notice need not be given of the new date, time, or place if the new date, time, or place is announced at the meeting before adjournment. If the meeting is adjourned to a date more than one hundred twenty (120) days after the date fixed for the original meeting, the Board must fix a new Record Date.

3.6.13.2 ADJOURNMENT DUE TO LACK OF QUORUM

If a meeting cannot be organized because a quorum of members entitled to vote is not present, then those members present may adjourn the meeting to such a time and place as they may determine. When a meeting that has been adjourned for lack of a quorum is reconvened, those members present, although less than a quorum, nonetheless constitute a quorum, if notice of the time and place of the reconvened meeting is provided by electronic transmission or in person to the members entitled to vote at least twenty-four (24) hours before the reconvened meeting, or by other methods pursuant to the requirements and procedures set forth in section 3.6.5 above regarding notice requirements.

ARTICLE IV - BOARD OF DIRECTORS

4.1 GENERAL POWERS

All corporate powers shall be exercised by or under the authority of the Board of Directors, and the activities and affairs of the Corporation shall be managed by or under the direction and subject to the oversight of the Board, subject only to any powers expressly reserved to the Corporation's membership or other persons as set forth in these Bylaws.

4.2 NUMBER OF DIRECTORS AND THEIR TITLES

The Board of Directors shall consist of the following seven (7) elected State Officer positions (the holders of which may be referred to as directors or officers or by the titles listed below), each of which shall be elected by the membership at large:

State Officers:

- (1) State Coordinator (also known as President);
- (2) State Senior Deputy Coordinator (also known as Vice President);
- (3) State Junior Deputy Coordinator (also known as Assistant Vice President);
- (4) State Secretary;
- (5) State Treasurer; AND
- (6) East Side and West Side Ambassadors at Large.

Chapter Coordinator:

- (7) One member of each chapter elected by the Chapter as Chapter Coordinator as provided in Sections 5.2.1.1 and 5.2.2 of these Bylaws.

At no time shall the number of directors be fewer than three (3), except in the event of death, incapacity, resignation, or removal of a director, provided that the Board makes reasonable and prompt efforts for the election or appointment of replacements. A decrease in the number of directors may not shorten an incumbent director's term.

4.3 QUALIFICATIONS/ELIGIBILITY FOR BOARD MEMBER POSITIONS

4.3.1 STATE COORDINATOR

A candidate for this position must have been a member in good standing for a minimum of two (2) years continuously prior to election and must have held one (1) of the following positions for at least one (1) year: State Officer, one (1) of the four (4) elected Chapter Officer positions, or another State Officer position as defined in these Bylaws.

4.3.2 STATE DEPUTY COORDINATORS

A candidate for this position must have been a member in good standing for a minimum of two (2) years continuously prior to election and must have held one (1) of the following positions for at least one (1) year: State Officer, one (1) of the four (4) elected Chapter Officer positions, or another State Officer position as defined in these Bylaws.

4.3.3 STATE SECRETARY

A candidate for this position must have been a member in good standing for a minimum of two (2) years continuously prior to election, must have held one (1) of the four (4) elected Chapter Officer positions for at least one (1) year, and must have two (2) years' secretarial experience or appropriate training.

4.3.4 STATE TREASURER

A candidate for this position must: (i) have been a member in good standing for a minimum of two (2) years continuously; (ii) have held one (1) of the four (4) elected Chapter Officer positions for at least one (1) year; and (iii) be bondable.

4.3.5 WEST SIDE AND EAST SIDE AMBASSADORS AT LARGE – A candidate for the position of either West Side or East Side Ambassador at Large must be member in good standing.

4.3.6 CHAPTER COORDINATOR. A candidate for this position must have (i) been a member in good standing for a minimum of two (2) years continuously; and (ii) held one (1) of the four (4) elected Chapter Officer positions for at least one (1) year.

4.3.7 AGE REQUIREMENT. All Board Members must be over eighteen (18) years of age.

4.4 ELECTION PROCESS FOR STATE BOARD POSITIONS, AND TERMS OF OFFICE

To provide continuity to the Corporation the State Coordinator, Junior State Deputy Coordinator, and West Side Ambassador at Large shall be elected each even year. The Senior State Deputy Coordinator, State Secretary, State Treasurer, and East Side Ambassador shall be elected each odd year. The Officers described in Section 4.3 shall each be elected for a term of two (2) years. No terms of directors may last longer than five years before re-election. The term of a director elected to fill a vacancy expires at the end of the unexpired term that the director is filling. Despite the expiration of a director's term, the director continues to serve until the director's successor is elected, appointed, or designated and until the director's successor takes office.

4.4.1 NOMINATIONS

Nominations shall be entertained only at the annual January Board of Directors meeting and shall be accepted from any member in good standing at said meeting; provided such member meets the other qualifications detailed below. Nominations shall be the

first items of New Business on the Board agenda, and the floor shall be opened for nominations by the Chair of the Board. The State Secretary shall record the positions open for election as well as the nominees for each position and shall read the list prior to the vote to close the floor to nominations. After all nominations have been received, the Chair of the Board shall entertain a motion to close nominations which shall require a two-thirds (2/3) majority vote of Board members present.

4.4.2. STATEMENT OF QUALIFICATIONS

Within two (2) weeks of nomination, nominees shall submit a statement of qualifications to the Principal Office to be printed in each issue of the State publication prior to ballot mailing.

4.4.3 RUNNING UNOPPOSED

If only one person is nominated for any Executive State Level Office, and thus be running unopposed, the Board shall reserve the right to elect, by two-thirds (2/3) vote of the Board members present, and to seat the Nominee for said office.

4.4.4 ELECTRONIC VOTING PROCEDURE FOR BOARD ELECTIONS

By May 1st of each election year, voting ballots containing the names of all nominees for positions on the Board will be provided by email notification containing an official hyper link sent to each Member of record who was in good standing as of April 1st of that year enabling them to cast their ballot. The hyperlink will only be able to be used one time. The email will be sent by May 1st and email reminders to vote will be sent out a minimum of three times in a two-week period. The voting period will be open for all members for two weeks. The State Membership Secretary must issue a ballot to any Members who meet the qualifications set forth herein and give notice that they have not received a ballot by May 15.

4.4.5 TIE VOTE

In the event of a tie vote for any of the positions on the Board, in a regular or special election, the sitting Board of Directors will conduct a secret ballot to determine the new office holder at the next regularly scheduled state Board meeting. The State Coordinator or pro-tem, if applicable, will vote only to break a tie.

4.4.6 ELECTION RESULTS

The State Secretary will notify the winners of each elected position on the Board and then send their names to the Board for publication in the July State Newsletter. Voting records, including the electronic voting results report, will be kept in the Corporation's archives until after the next October Board Meeting or until directed by the Board in the event of any election challenges.

4.4.7 SPECIAL ELECTION PROCEDURES

Should the unexpired term of the present State Coordinator be greater than nine (9) months, the new State Coordinator shall be elected as follows:

- (1) At a duly called special Board meeting, the Board of Directors shall make a pro-tem appointment for the position; hold nominations for a special election; arrange for ballots to be delivered via email to all voting members in accordance with regular election procedures; and appoint a special Teller Committee.

- (2) The deadline for return of all ballots shall not be less than ten (10) days after the ballots are delivered to the members, at which time the Teller Committee shall tally said ballots, in accordance with these Bylaws and as provided under the standard election procedures. The ballot results shall be announced, and the duly elected State Coordinator shall immediately assume office, with confirmation at the next regularly scheduled Board of Directors' meeting.

4.4.8 TRANSITION PERIOD

There shall be a thirty (30) day transition period for new State Officers and the elected officers shall officially assume office at the July Board of Directors' meeting.

4.5 STANDARDS OF CONDUCT FOR DIRECTORS.

In general, each director must act in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the director reasonably believes to be in the best interest of the Corporation. In discharging Board or committee duties, a director shall disclose, or cause to be disclosed, information known by the director to be material to the decision-making or oversight functions, unless the director reasonably believes that doing so would violate a duty imposed by law. In discharging their duties, a director may rely on officers, employees, or volunteers whom the director reasonably believes to be reliable and competent in the functions performed or the matters presented, and on Legal counsel, public accountants, or other persons retained by the Corporation.

4.6 DUTIES OF BOARD MEMBERS

Duties of individual Board positions are set forth in Section 6.3.

4.7 BOARD MEETINGS

4.7.1 REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held during the months of January, April, July, and October of each year. The Board of Directors shall establish the exact meeting dates and locations at each October meeting.

4.7.2 SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the State Coordinator or by any three (3) members of the Board. The call for the special meeting shall state the nature of the business to be considered and the place, date, and hour of said meeting. Notice of such special meeting shall be delivered to each Committee member seven (7) days before said meeting. Business considered and acted upon shall be limited to that stated in the call for said special meeting.

4.7.3 PLACE OF BOARD MEETINGS

4.7.3.1 IN-PERSON MEETINGS

In-person meetings shall be held at the principal office of the Corporation or at such other place within or without the State of Washington designated by the Board or by any other persons entitled to call a meeting. Unless a member who is under 21 years of age requests otherwise, a Board meeting may be held in a liquor establishment; however, no alcoholic beverages shall be served or consumed during the business meeting.

4.7.3.2 REMOTE VIDEO MEETINGS

The Board may be able to hold video meetings and vote on corporate business only when an in-person meeting is impossible. Video meetings will only be held on an emergency basis. A director participating in a meeting by this means is considered present in person at the meeting. For any meeting at which one or more directors may participate by means of remote communication, notice of the meeting must be delivered to each director by a means which the director has authorized and provide complete instructions for participating in the meeting by remote communication.

4.7.4 NOTICE OF BOARD MEETINGS

4.7.4.1 REGULAR MEETINGS

Notice of regular meetings of the Board shall be delivered to each Director entitled to vote at such meeting, in the form of a Record, which shall include the proposed agenda, and shall be delivered at least four (4) weeks prior to said meeting. Said notice shall be delivered by the State Secretary and include the time, place, and date of said meeting.

4.7.4.2 SPECIAL MEETINGS

Notice of Special meetings of the Board shall state the nature of the business to be considered and the place, date, and hour of said meeting. Notice of the time and place of such special meeting and agenda shall be delivered to each Director at least forty-eight (48) hours before the meeting by the State Coordinator, the State Secretary, or twenty percent (20%) of the Board members then in office. Oral notice may not be given and business considered and acted upon at a special meeting shall be limited to that stated in the agenda for said special meeting.

4.7.4.3 EFFECTIVE TIME OF NOTICE

Notice is effective at the earliest of the following: (a) when received, (b) when left at the recipient's residence or usual place of business, (c) five (5) days after its deposit in the United States mail or with a commercial delivery service, if the postage or delivery charge is paid and the notice is correctly addressed, or (d) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, or by commercial delivery service.

4.7.5 WAIVER OF NOTICE

Whenever any notice is required to be given to any Director of the Corporation under the provisions of these Bylaws, the Nonprofit Act, or the Articles, the director may waive notice before or after the date and time stated in the notice. Except as provided below, the waiver

must be in the form of a Record, executed by the Director, and filed with the minutes of the meeting or corporate records. A director's attendance at or participation in a meeting waives any required notice of the meeting to the director, unless the director, at the beginning of the meeting or promptly upon arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

4.7.6 AGENDA

The State Coordinator, in conjunction with the Executive Committee, shall propose a written agenda, which shall be sent to each member of the Board of Directors with the notice of the meeting. Before the start of every Board of Directors meeting, Board members may propose new matters, other than Bylaw amendments and disciplinary procedures, to be placed upon the agenda.

4.7.7 ATTENDANCE

Meetings of the Board of Directors shall be open to all members. Participation by persons other than Directors and State Committee Chairpersons, in meeting discussions or presentations, shall be at the discretion of the Board of Directors.

4.7.8 QUORUM AND TRANSACTION OF BUSINESS

4.7.8.1 REQUIRED QUORUM

A simple majority of the membership of the Board of Directors shall constitute a quorum for the transaction of business.

4.7.8.1 DETERMINATION OF QUORUM

For the purpose of establishing a quorum only, the total votes possible shall consist of the Chapter Coordinators, the State Coordinator, one (1) State Deputy Coordinator, the State Secretary and the State Treasurer (the number of active number of chapters plus four (4)). A simple majority of this number of voting members present shall constitute a quorum. A simple majority is determined by dividing the number of voting members, as defined above, by one-half (1/2) and adding one (1).

4.7.9 VOTING AT BOARD MEETINGS

4.7.9.1 VOTING POWERS

The State Coordinator, each State Deputy Coordinator, State Secretary, State Treasurer, two (2) State Ambassadors, and Chapter Coordinator or their designees shall have voting powers at all Board of Director meetings. Vote by proxy or phone will not be recognized.

4.7.9.2 PRESUMPTION OF ASSENT

A Director of the Corporation who is present at a Board meeting at which action on any Corporate matter is taken shall be presumed to have assented to the action unless the director's dissent is entered into the minutes of the meeting, or unless the director files written dissent by registered mail to the State Secretary within five (5) calendar days after the adjournment of the meeting. A Director who voted in favor of an action may not thereafter dissent.

4.7.10 RULES OF ORDER

4.7.10.1

RULES OF AUTHORITY

Roberts Rules of Order shall serve as the guideline for parliamentary procedures in all meetings of the Board of Directors.

4.7.10.2 SELECTION OF PARLIAMENTARIAN

The Board of Directors, by appointment, at each October Board meeting, shall select a member in good standing to serve as Parliamentarian for the succeeding year. Said member shall not be considered an officer or a member of the current Board of Directors.

4.7.11 SECRET MEETINGS

The Board of Directors and the Executive Committee shall not be authorized to convene a meeting that is closed to the general membership.

4.7.12 ACTION WITHOUT MEETING BY UNANIMOUS WRITTEN CONSENT

Action required or permitted by the Act to be taken by the Board may be taken without a meeting if each director entitled to vote with respect to the subject matter thereof executes a consent in the form of a Record describing the action to be taken and delivers it to the Corporation. Either the consent itself or another Record of the Corporation noting that a director who has been determined to be an "Interested Person" as defined in Section 11.2.1 below is not entitled to vote.

4.8 VACANCIES

Vacancies on the Board of Directors shall be deemed to exist upon the death, resignation, or the removal of any Director; or upon the failure of any Director to attend regular Board of Director meetings on two consecutive occasions, unless excused by action of the Board.

4.8.1 RESIGNATION

A resigning director shall deliver notice to the State Coordinator in the form of a Record or give oral notice at a meeting of the Board. The director's resignation is effective when notice is delivered unless the notice specifies a later effective time.

4.8.2 REMOVAL

The Board may not remove a director who was elected by the members for any of the reasons set forth in RCW 24.03A.530(5) except if the director was absent without excuse from two (2) consecutive Board meetings or if the director's continued service would cause the Corporation to be prohibited from soliciting charitable funds under RCW 19.09.100(13).

4.9 POLICY AUTHORIZATION

The Board of Directors has the authority to establish policy regarding advocacy for legislation and the implementation of efforts to change legislation as deemed appropriate. Such efforts must not constitute lobbying.

4.10 PERSONAL LIABILITY

No Director, or member of this Corporation, shall be personally liable for the debts, liabilities, or obligations of the Corporation, provided there has not been a breach of fiduciary duty. Nor shall a director be liable to the Corporation or its members for any action taken or any failure to take action except as provided in RCW 24.03A.540. However, a director or officer is personally liable to the Corporation for the amount of any distributions that exceed the amount the Corporation could have

distributed without violating Section 2.3.2 (prohibited distributions if the distribution was of a type listed in RCW 24.03A.610).

ARTICLE V – FORMATION AND OPERATION OF CHAPTERS

5.1 CHARTER PROCESS

5.1.1 REQUIRED INITIAL MEMBERS

A chapter may be chartered by action of the Board of Directors in any area of the State where there are ten (10) or more members who request that the Board of Directors grant a charter.

5.1.2 CHAPTER BYLAWS

Chapters may adopt Bylaws which are not in conflict with the State’s Articles and Bylaws. Such Bylaws must be approved by the Board of Directors before implementation. The Board shall provide standard Chapter Bylaws, which can be personalized by each Chapter as needed.

5.1.3 OPERATION OF PROPOSED CHAPTER

A proposed chapter may not operate as an official chapter or use the name ABATE of Washington until approved by the Board of Directors. The Executive Board may, after reviewing the initial application packet, grant certain authority to operate until the Board of Directors takes formal action upon a request for a charter.

5.1.4 CHARTER APPLICATION

The charter application and information packet must be completed and submitted for approval at a regularly scheduled Board of Directors’ meeting.

5.1.5 CHAPTER FLAG

A newly chartered chapter will receive an official charter and an ABATE flag from the Corporation. If the original flag is lost, stolen, or destroyed, the chapter must purchase a replacement flag from the Corporation. Any chapter found abusing the chapter flag is subject to having its charter cancelled by the Board of Directors.

5.1.6 COMPLIANCE WITH STATE BYLAWS AND RESOLUTIONS

Each chapter must abide by the State Articles and Bylaws and Corporate Resolutions, copies of which will be available to the chapter members.

5.1.7 TERMINATION OF CHAPTERS

Chapters shall be terminated according to the Bylaws of the respective chapter; provided such Bylaw provisions are not otherwise in conflict with these State Bylaws.

5.2 CHAPTER OFFICERS

5.2.1 NUMBER OF OFFICERS

The number of officers of chapter shall be left to the individual chapter; however, each chapter shall have a minimum of the following officers:

5.2.1.1 CHAPTER COORDINATOR

The Chapter Coordinator shall be elected by the membership of the chapter, and it shall be that person’s responsibility to keep the State Coordinator and the Board of Directors

informed as to the status of the chapter. The Chapter Coordinator must represent the chapter and vote according to the chapter's direction at State Board meetings.

5.2.1.2 CHAPTER DEPUTY COORDINATOR

The Deputy Chapter Coordinator shall perform the duties of the Chapter Coordinator in the event of the absence of the Chapter Coordinator.

5.2.1.3 CHAPTER SECRETARY

The Chapter Secretary shall be responsible for keeping the minutes of all chapter business meetings and sending copies of said minutes to the State office, maintaining communication with the State organization, updating and maintaining chapter files and records. The Chapter Secretary is also responsible for informing the State Secretary of regular meeting places, times and dates.

In addition, the Chapter Secretary (or Membership Secretary if the Chapter has elected someone to such office) shall forward membership applications, fees, and dues to the State Membership Secretary and maintain an accurate and complete membership roster of the chapter.

5.2.1.4 CHAPTER TREASURER

The Chapter Treasurer shall keep all financial records and transactions of the chapter, retain originals and/or copies of financial reports which include bank statements and canceled checks, report the financial condition of the chapter to the State Treasurer and shall submit quarterly financial reports to the State Treasurer.

5.2.1.5 COMBINATION OR SEPARATION OF CHAPTER OFFICER POSITIONS

The chapter officer positions of Secretary and Treasurer may be combined into one duly elected chapter office. The office of Chapter Secretary may be separated into the positions of Secretary and Membership Secretary. The Chapter office of Membership Secretary may be elected or appointed as determined by the chapter.

5.2.2 ELECTION OF CHAPTER OFFICERS

5.2.2.1 DATE OF ELECTIONS

Chapter Coordinators shall be elected by the chapters at their September meeting, or within sixty (60) days after a chapter receives its initial charter from the Board of Directors. Said Coordinator shall serve through the next regular September meeting of the Chapter. Other Chapter officers shall be elected in accordance with the Chapter Bylaws.

5.2.2.2 CHAPTER COORDINATOR VACANCY

Chapter Coordinator vacancies shall be filled by an election, at the next business meeting of the Chapter, after the position has been vacated. All Chapter members shall be notified of such election.

5.2.2.3 VACANCY IN OTHER CHAPTER OFFICES

Vacancies shall be filled as provided for in Chapter Bylaws and in agreement with the State Bylaws.

5.2.2.4 NOTICE TO STATE SECRETARY

Chapters are to promptly inform the State Secretary of the elected officers' names and addresses, including changes of address when they occur.

5.3 CHAPTER MEETINGS

5.3.1 MONTHLY CHAPTER BUSINESS MEETINGS

Each chapter shall hold monthly business meetings at a regularly scheduled date, time, and place.

5.3.2 CHAPTER BUSINESS MEETING LOCATION

Unless a chapter member, or guest, who is under 21 years of age requests otherwise, a chapter meeting may be held in a liquor establishment. Chapters shall prohibit the serving and/or consumption of alcoholic beverages during the chapter business meeting.

The chapters shall be able to hold video meetings and vote on Corporation business only when an in-person meeting is impossible. Video meetings will only be held on an emergency basis and notice of the video meeting shall be sent forty-eight (48) hours in advance of the meeting.

5.3.3 NO SECRET CHAPTER MEETINGS

Chapters shall not convene meetings that are closed to the general membership.

5.4 USE OF ORGANIZATION NAME AND LOGO

Chapters may authorize reproduction or use of the official State of Washington ABATE logo and/or use of the wording "ABATE of Washington" or "ABATE", subject to the review of the Board of Directors. The Board must approve any revisions. Chapters shall identify themselves as "ABATE of Washington," " (name of chapter) Chapter".

5.5 FINANCIAL PROVISIONS

5.5.1 QUARTERLY FINANCIAL REPORTS

Upon a form approved by the State Board of Directors, each Chapter shall be responsible to formulate and submit a financial statement to the State Treasurer, and such is due on or before each State Board meeting and/or upon request by the State Coordinator. A copy of said form must be retained in the Chapter files.

5.5.2 CHAPTER BANK ACCOUNTS

Each Chapter shall establish and maintain a checking account. Two-signature authorizations shall be required on all bank accounts and the signers must not be within the same household. All account numbers and bank branches shall be reported to the State Treasurer. The State Coordinator and/or State Treasurer shall be on the signature authorization of each account.

5.5.3 REVIEW OR AUDIT OF CHAPTER ACCOUNTS

The Board of Directors has the right and privilege to demand a review or audit by the State Treasurer or an independent accountant of any account which said Chapter may establish.

5.6 VIOLATION OF STATE BYLAWS

All Chapters are subject to the terms of these State Bylaws. A Chapter found in violation of these Bylaws may be subject to censure, suspension, or termination of its Charter in accordance with the process outlined in Article VIII of these Bylaws regarding the disciplinary, suspension, and expulsion procedure.

5.7 CHAPTER CHARITABLE EVENT

Each chapter will hold a minimum of one Charitable event throughout the year. The event must benefit the local community in which the chapter is located.

ARTICLE VI – OFFICERS OF THE CORPORATION

6.1 HOLDERS OF STATE OFFICES

In order for any member to hold a State office, such member must be in good standing, must have been elected by the membership, or appointed by the State Coordinator and approved by the Board of Directors. The Board of Directors, as is deemed necessary, may add additional State Officer positions by amendment of these Bylaws. Unless so indicated by the amendment to the Bylaws, officers named by the Board shall not be voting members of the Board. For times of emergency action, the authoritative rank of the officers shall be in the order described above.

6.1.1 ELECTED OFFICERS

The following State Level Officers of the Corporation shall be elected by the membership at large to serve as the Board of Directors of the Corporation: a State Coordinator, State Senior Deputy Coordinator, State Junior Deputy Coordinator, State Secretary, State Treasurer and two (East Side and West Side) Ambassadors at Large. The qualifications for and duties of these offices are set forth in Article IV above.

6.1.2 APPOINTED OFFICERS

The Board of Directors, as is deemed necessary, may add additional Executive Officer positions by amendment of these Bylaws but officers named by the Board shall not be voting members of the Board. No person shall hold more than one of these offices at the same time. The standard of conduct for officers who are not directors are the same as those for directors as set forth in Section 4.5.

6.1.3 MULTIPLE OFFICES

No one person shall hold two (2) or more voting positions on the Board of Directors or Executive Committee. No person shall hold more than one State office at the same time.

6.1.4 EMERGENCY ACTION. For times of emergency action, the authoritative rank of these officers shall be in the order described above. The Senior State Deputy Coordinator shall be the State Deputy Coordinator that has held this office for the longest consecutive period of time.

6.2 ELECTION OR APPOINTMENT AND TERMS OF OFFICE

6.2.1 ELECTED OFFICERS

The Executive State Level Officer positions are elected at the annual meeting of members. The procedures for election and terms of officers holding Board positions are set forth in Article IV.

6.2.2 APPOINTED OFFICERS

The State Coordinator, subject to the majority approval of the Board of Directors, may appoint other officers, i.e. committee chairs. Such officer positions require a confirmation vote by the Board prior to assumption of the position. Said officers shall serve at the discretion of the Board

of Directors but shall not be members of the Board. Terms of such officer positions shall be established by the Board.

6.3 DUTIES OF EXECUTIVE STATE LEVEL OFFICERS

6.3.1 STATE COORDINATOR

State Coordinators shall serve as Chair of the Board, President of the Corporation, and, subject to the control of the Board of Directors, shall supervise and coordinate all business affairs of the Corporation. They shall perform all duties incident to their offices and such other duties as may be required by law, the Articles of the Corporation, these Bylaws, or that which is required from time to time at the discretion of the Board of Directors. They shall preside at the meetings of the Board of Directors and shall be ex-officio members of all committees.

6.3.2 STATE DEPUTY COORDINATOR

State Deputy Coordinators shall, in the absence of the State Coordinator, perform all duties of the State Coordinator, and may be assigned additional duties by the Board of Directors or the State Coordinator, and shall be an ex-officio member of all committees.

The individual duties of the State Senior and State Junior Deputy Coordinators shall be divided between themselves, with the approval of the State Coordinator. The Senior State Deputy Coordinator shall be the Vice President of the Corporation. The Senior State Deputy Coordinator shall be the State Deputy Coordinator that has held this office for the longest consecutive period of time.

6.3.3 STATE SECRETARY

State Secretaries shall faithfully discharge of all duties that the Board shall determine. They shall:

- (i) take the minutes of the Board of Directors meetings, in one or more books provided for that purpose;
- (ii) see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law;
- (iii) serve as the custodian of all corporate records and see that the Seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized;
- (iv) supervise the maintenance and updating of all corporate records; and
- (v) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the State Coordinator or the Board of Directors. The State Secretary shall respond in a timely manner to reasonable requests in writing from Board members and shall provide meeting minutes to Board members within thirty (30) days. As set forth above in section 1.3 (Principal Office) the contact information of the State Secretary may be the principal contact information for the Corporation.

6.3.4 STATE TREASURER

State Treasurer shall be bonded for the faithful discharge of duties and with such securities that the Board shall determine. They shall have charge and custody of, and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source, and deposit all such money 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 Bylaws and in general perform all the duties incident to the office of

Treasurer and such other duties as from time to time may be assigned to him/her by the State Coordinator or the Board of Directors. Upon reasonable request, all financial records shall be made available to any member.

State Treasurer shall be authorized to pay all usual and customary monthly operating expenses without the advance approval of the Board of Directors. They shall present to the Board of Directors any extraordinary expenses, or billings, which shall require approval by the Board of Directors for payment. They shall report in writing monthly to the Executive Committee and quarterly to the Board of Directors, income and disbursements by categories from all open bank accounts, they shall also report the current financial status of said accounts. They shall retain originals and/or copies of financial records, which include bank statements, cancelled checks.

6.3.5 WEST SIDE AND EAST SIDE AMBASSADORS AT LARGE

The West Side and East Side Ambassadors at Large shall educate non-ABATE members as to the benefits of ABATE, attend non-ABATE motorcycle group meetings as often as practical in order to maintain contact and educate their memberships regarding ABATE. The West Side and East Side Ambassadors at Large shall promote ABATE at non-ABATE functions, educate ABATE as to the work of other motorcycle groups, and attend Chapter meetings as often as practical to assist Chapters in their work and address problems as necessary. The West Side and East Side Ambassadors at Large shall also attend ABATE Executive Committee and Board of Director meetings, assist with the formation of new chapters, and submit monthly newsletter articles.

6.4 DUTIES OF APPOINTED OFFICERS

6.4.1 STATE SERGEANT AT ARMS

The State Sergeant-at-Arms position is appointed by the State Coordinator and approved by the Board and tasked primarily with the orderly conduct of the Board of Director meetings. It is a non-voting position. The Sergeant-at-Arms must be knowledgeable about Washington laws, the Bylaws of ABATE, and Robert's Rules of Order. The Sergeant-at-Arms is to assist the Chair and members of the Board in the orderly and efficient conduct of State-level Board meetings by calling the meeting to order at the proper time; by keeping track of Board members requesting to speak; by working with the Parliamentarian, and by insuring order during the meeting at the direction of the Chair unless it is an emergency condition that requires immediate action. The State Sergeant at Arms will be responsible for coordinating security at State events at the discretion of the State Coordinator. The State Sergeant-At-Arms shall have the authority to bring up "Point of Order" during a meeting without permission from the Chair. The State Sergeant-At-Arms shall be the Chair of the Teller Committee (as defined in Section 7.2.3 of these Bylaws). The State Sergeant-at-Arms shall serve for the length of the term to which the State Coordinator was appointed.

6.4.2 STATE MEMBERSHIP SECRETARY

The State Membership Secretary shall keep a complete and accurate account of all membership records, past and present, and be responsible for issuing all membership cards. They shall process all applications and change of address forms, and in general perform all duties assigned to this office. The State Membership Secretary shall issue membership rosters to each chapter on a quarterly basis.

6.5 VACANCIES OF STATE OFFICERS

6.5.1 STATE COORDINATOR

A vacancy of the position of State Coordinator shall cause the State Senior Deputy Coordinator to perform all duties required thereof until the seating of a duly elected State Coordinator. At the next regularly scheduled Board meeting following said vacancy, a special election proceeding shall be initiated by the Board under its authority, unless the standard election proceeding for the office of State Coordinator has been started.

6.5.2 OTHER STATE LEVEL OFFICER VACANCIES

Vacancies of any of the other six (6) Executive State Level Officers shall be filled by appointment pro-tem by the State Coordinator, subject to the approval of the Board of Directors at the next regularly scheduled Directors' meeting following vacancy of the office. Should the Board deny the initial appointment, the Board shall appoint a qualified replacement from among the members of the Corporation's general membership.

6.5.3 VACANCIES IN BOTH COORDINATOR AND SENIOR DEPUTY COORDINATOR

In the event vacancies in both positions of the State Coordinator and State Senior Deputy Coordinator occur in the interim between the Board meetings, the successive authoritative rank of the Executive Committee shall control. The highest ranking officer shall then call a special meeting of the Board at which time an emergency state shall be declared, and the Board of Directors shall appoint the replacements, and unless the standard election proceedings have been started, the Directors shall then begin a special election proceeding.

6.6 TRANSFER OF DOCUMENTS, RECORDS AND PROPERTY TO INCOMING OFFICERS

Official Corporation documents, records, and property in the possession of outgoing officers shall be inventoried and transferred to the incoming officers of the Corporation, and all bank accounts shall be cleared of old names no longer than thirty (30) days after the end of the term of the outgoing officer. The inventory shall become part of the permanent record of the Corporation.

6.7 PROHIBITION OF PERSONAL USE OF CORPORATE ACCOUNTS

No ABATE of Washington account may be used for personal reasons or personal use by any Executive State Level Officer or any other individual. Said use shall result in penalties and disciplinary action as outlined in Article VIII of these Bylaws.

6.8 SALARY

Any and all salaries for Executive State Level Officers or appointed positions shall be granted at the discretion of the Board of Directors.

6.9 REIMBURSEMENT OF EXPENSES

The above Executive State Level Officers shall be allowed their reasonable and necessary expenses of attending meetings, Executive meetings, the Annual Meeting of the Corporation, or other State-sponsored events, which require their attendance. Expenses incurred in visiting Chapter meetings and attending other functions as may from time to time be necessary shall be reimbursed as determined by the Board of Directors.

6.10 RESIGNATION OR REMOVAL FROM OFFICE

Any elected officer may be removed from office under the procedures set forth in Article VIII entitled disciplinary, suspension, and expulsions procedures. Officers may also be terminated or removed as follows:

6.10.1 TERMINATION FOR LAPSE OF MEMBERSHIP

Upon lapse or termination of membership, as provided by these Bylaws, a member's current holding of State Office or appointed position automatically terminates. If the officer's termination should occur due to lapse of payment of dues, subsequent payment of unpaid dues does not reinstate that member's State office position.

6.10.2 REMOVAL OF OFFICERS FOR UNSATISFACTORY PERFORMANCE

Any appointed officer may be removed from office for unsatisfactory performance other than that which is set forth in Article VIII below by a two-thirds (2/3) majority vote of a properly convened regular or special meeting of the Board of Directors. An officer's removal does not affect the officer's contract rights, if any, with the Corporation.

6.11 CONTRACT RIGHTS OF OFFICERS

The appointment or election of an officer does not itself create contract rights and a removal or resignation of officers does not affect the Corporation's contract rights, if any, with the officer, nor the officer's contract rights with the Corporation.

ARTICLE VII – COMMITTEES

7.1 ESTABLISHMENT OF COMMITTEES.

The Board of Directors, or the State Coordinator, subject to approval by the Board of Directors, may establish such standing and special committees as are necessary to conduct the affairs of this Corporation. Such committees shall provide a regular written report at each Board meeting.

7.2 BOARD COMMITTEES

Board committees shall consist of two or more directors, but committees of the Board shall not include as voting members persons who are not directors, unless without the inclusion of persons who are not directors it is impossible or impracticable for the Corporation to comply with applicable law other than the Nonprofit Act. The creation of a committee of the board and appointment of directors shall be approved by a majority of the Board. A committee of the Board may not carry on any of the actions set forth in RCW 24.03A.575(5).

7.2.1 ADVISORY COMMITTEES OF NON-DIRECTORS

The Corporation may create or authorize the creation of one or more advisory committees whose members need not be directors or meet the qualification requirements for directors. The Board shall not delegate any of its authority to an advisory committee.

7.2.2 EXECUTIVE COMMITTEE

There shall be an Executive Committee of the Board of Directors which shall consist of all of the elected Executive State Level Officers of the Corporation and one (1) elected Chapter

Representative appointed by the State Coordinator and approved by the Board of Directors for every five (5) chapters. The State Coordinator shall serve as the Chair and each member of the Executive Committee shall have one vote on matters brought before the committee.

7.2.2.1 DUTIES OF THE EXECUTIVE COMMITTEE

The Executive Committee shall exercise and perform duties in the management of the business of the affairs of the Corporation which are assigned to it by the Board of Directors. It is the option of the Chapter Coordinator to call on another Chapter Representative in such representative's area if the Chapter Representative is unable to attend. It is the duty of the Chapter Representative to inform the State Coordinator of such changes.

7.2.2.2 REGULAR MEETINGS OF THE EXECUTIVE COMMITTEE

The Executive Committee shall establish a schedule of regular committee meetings.

7.2.2.3 SPECIAL MEETINGS OF THE EXECUTIVE COMMITTEE

Special meetings of the Executive Committee may be called by the State Coordinator or by any three (3) Executive Committee members. Such meetings shall be held at the principal office of the Corporation or any other place so designated by the person(s) calling the meeting. The call for the special meeting shall state the nature of the business to be considered and the place, date, and hour of said meeting. Notice of such special meeting shall be delivered to each Committee member forty-eight (48) hours before said meeting. Business considered and acted upon shall be limited to that stated in the call for the special meeting.

7.2.2.4 QUORUM OF THE EXECUTIVE COMMITTEE

For the purposes of establishing a quorum only, the total votes possible shall consist of the number of Chapter Representatives, the State Coordinator, one (1) State Deputy Coordinator, the State Secretary, and the State Treasurer.

7.2.3 TELLER COMMITTEE

The State Coordinator shall establish and the Board shall approve the establishment of the Teller Committee prior to any voting by the members. The Chair of the Teller Committee shall be the State Sergeant-At-Arms, and three (3) Chapter Deputy Coordinators, which shall be selected by a vote of the Board of Directors at the October meeting. None of the three Chapter Deputy Coordinators shall have a member of their chapter running for office. The Teller Committee shall be responsible for the administration of electronic voting as described in Section 4.4.4.2. The State Sergeant-at-Arms will be responsible to ensure that no one other than the members of the Teller Committee are present for the review of the report of the electronic vote results. The Chapter website editors will provide a report of the electronic vote results which includes the count for each candidate on the official ballot to the Chapter Deputy Coordinators. One copy of the report of the final electronic vote results, signed by the Chapter Deputy Coordinators, will be provided to the State Sergeant-at-Arms. The State Sergeant-at-Arms will notify the State Secretary of the successful completion of the election by providing the electronic vote results report into the custody of the State Secretary. The State Secretary will notify the current State Coordinator of the election results by the most expedited means possible so that the State Coordinator may notify all the candidates of the results.

7.4 FINANCIAL REPORTS

Standing and special committees shall be responsible for presenting proposed budgets for the upcoming year. The Executive Board shall review the budget prior to the October Board of Directors meeting. The budget shall be presented to the executive Board forty-five (45) days in advance of the October Board of Directors meeting to the State Secretary and shall give written financial reports as necessary at Board meetings.

7.5 MOTIONS BY COMMITTEE CHAIRPERSONS

The Chair of a special or standing committee may make motions at Board of Directors and Executive Committee meetings, provided the motion is relative to the committee's function.

7.6 RESIGNATION

Any member of any committee may resign at any time by delivering notice in the form of a Record thereof to the State Coordinator, the State Secretary or the chair of such committee, or by giving notice orally or in the form of a Record at any meeting of such committee. Any resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

7.7 REMOVAL OF A COMMITTEE MEMBER

The Board, by resolution adopted by a majority of the directors in office, may remove from office any member of any committee elected or appointed by it.

ARTICLE VIII – DISCIPLINARY, SUSPENSION, AND EXPULSION PROCEDURES

8.1 ACTIVATING THE HEARING PROCESS

The discipline, suspension, and expulsion of a Member of the Board or a Chapter or Non-Chapter-Affiliated members of the Corporation shall be conducted in accordance with the current Policy and Procedures for Disciplinary Action, Suspension and Expulsion, set forth in the ABATE Policies document, a copy of which is attached hereto as *Addendum A*. To initiate these procedures, any six (6) members may bring charges before the Board of Directors alleging one or more of the following:

- (1) Misuse of any Corporation property,
- (2) Assault upon any person at any Corporation sanctioned event, and
- (3) Blatant disregard of Corporation Bylaws and policies.

8.2 HEARING COMMITTEE

At each October Board of Directors' meeting, five (5) Directors and five (5) alternates who are not State Level Directors or Officers, shall be appointed by the Board of Directors to serve on the Hearing Committee for the following year. The five (5) Directors shall separately meet and appoint a Chair for the Hearing Committee.

The charged member in any Hearing Committee procedure shall have three (3) peremptory challenges on Committee members, and the Board of Directors shall have any number of challenges for cause. Challenges must be made in writing to the State Office within thirty (30) days from the filing of charges and show-cause hearing.

8.3 PENALTIES

Should the charged member be found guilty, the following penalties shall be available to the Board of Directors and, with the exception of Termination, shall be determined by a majority vote of the Board.

8.3.1 CENSURE

Censure shall consist of a written statement from the Board of Directors, signed by the State Coordinator, and sent to the charged member's home address, with a copy filed in the permanent archives of the Corporation and made an integral part of the minutes of the Board of Directors.

8.3.2 SUSPENSION OF MEMBERSHIP

Suspension shall be for a predetermined time and such would be contingent upon good behavior. At the end of said suspension, all rights and privileges shall be restored. During the period of such suspension, dues must be paid. The record of such suspension shall be placed in a permanent record of the Corporation and made an integral part of the minutes of the Board of Directors. If the suspended member holds a State Office or an appointed position at the time of said suspension, such office or position shall be lost and shall not be reinstated at the termination of the suspension.

8.3.3 TERMINATION OF MEMBERSHIP

The termination of membership shall be sent to the member's residential address, and a record of such shall be made within the corporate records and made an integral part of the minutes of the Board meeting. Said termination shall be irrevocable, meaning that the charged member shall not be eligible for application for new membership. This penalty shall require a four-fifths (4/5) vote of the Board of Directors.

ARTICLE IX – STATE ORGANIZATION FINANCIAL PROVISIONS

9.1 FISCAL YEAR

The fiscal year of the State Organization shall run from October 1 to September 30 of each year.

9.2 CHECKS, DRAFTS, ETC.

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, must be signed by two officers, one of which is the State Treasurer or State Coordinator, the other of which is an officer who is not in the same household as the State Treasurer or State Coordinator. All accounts shall be in the name of ABATE of Washington.

9.3 DEPOSITS

All funds of the Corporation not otherwise employed shall be deposited in a timely manner to credit the Corporation in such banks, trust companies, or other depositories as the Board may approve.

9.4 DISBURSEMENTS

All disbursements shall be by check accompanied by a voucher with a proper receipt attached showing date, origin of receipt and reason for expense, and approved by the State Coordinator.

9.5 CONTRACTS

The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authorization may

be general or confined to specific instances. Contracts involving Directors and Officers shall not be made by the Corporation unless first approved by a majority vote of the Directors who have no direct or indirect interest in the transaction pursuant to the provisions of Article XI below.

9.6 LOANS

No loan shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or may be confined to specific instances. The Corporation may not lend money to, advance credit to, or guarantee the obligation of a director or officer of the Corporation, unless it is an advance to pay reimbursable expenses reasonably expected to be incurred within a reasonable time period, an advance pursuant to employee benefit plans, or a loan to pay reasonable relocation expenses of an officer. Directors who vote for or assent to any loan, advance, or guarantee in violation of this section, and any officer materially participating in the making of such a loan, advance, or guarantee, are personally liable on a joint and several basis to the Corporation on the loan, advance, or guarantee. Liability under this section terminates upon the repayment of any funds advanced by the Corporation in violation of this section or, if no funds have been advanced under a guarantee, upon the termination of the guarantee. A director or officer held liable under this section for any unlawful loan or guarantee is entitled to contribution from every other director or officer who could be held liable for the unlawful loan or guarantee. A proceeding to enforce contribution or recoupment under this section is barred unless it is commenced within one year after the liability of the claimant has been finally adjudicated.

9.7 CONSIDERATION FOR BUDGET REQUESTS

In order for annual budget requests to be considered for review and approval, the budget must be presented by listing the major total expenditures, i.e. internet, travel, lodging, gas, videos. Also, a copy of the previously approved budget for the office or position and itemized current years' expenses must be included.

9.8 NSF CHECKS

The State Treasurer will charge individuals for each NSF (insufficient funds) check received in the same amount as fees charged by the bank.

ARTICLE X – BOOKS AND RECORDS

10.1 RECORDS

All of the following records shall be maintained in written form or in any other form of a Record at any location within or without the State of Washington:

10.1.1 PERMANENT RECORDS

All of the following corporate records shall be maintained permanently:

- (1) Minutes of all meetings of Members and of the Board, including records of all actions taken by the Members and the Board by unanimous written consent; and
- (2) Records of all actions taken on behalf of the Corporation by a committee of the Board.

10.1.2 CURRENT RECORDS

The Corporation shall keep current copies of:

- (1) The Corporation's Articles of Incorporation or Articles of Restatement, the Corporation's Bylaws or Restated Bylaws and all amendments to these documents currently in effect;
- (2) All communications with members in the form of a Record to members generally within the past seven (7) years, including the financial statements furnished for the past seven (7) years;
- (3) A list of the names and business addresses of the Corporation's current directors and officers; and
- (4) A copy of the Corporation's most recent annual report as delivered to the Secretary of State.

10.1.3 MEMBERSHIP RECORDS

The Corporation or its agent shall maintain a record of its members, in a form that permits preparation of a list of the names and addresses of all members in alphabetical order by class, if any, showing the number of votes each member is entitled to cast.

10.1.4 ACCOUNTING RECORDS

The Corporation shall also maintain correct and adequate records of accounts and finances; and such other records as may be necessary or advisable.

10.1.5 FORM AND PLACE OF RECORD MAINTENANCE

The Corporation shall maintain all required records in written form or in any other form of a Record, and all required records may be maintained at any location within or without the state of Washington.

10.1.6 RECORD REQUESTS FROM MEMBERS

Upon a demand in the form of a Record from a member, the Corporation shall furnish that member with its latest annual financial statements, which may be consolidated or combined statements of the Corporation and one or more of its chapters, as appropriate, that include a balance sheet as of the end of the most recent fiscal year and a statement of operations for such fiscal year. If financial statements are prepared for the Corporation on the basis of generally accepted accounting principles, then the annual financial statements must also be prepared on that basis. If the annual financial statements are reported upon by a certified public accountant, then the accountant's report shall accompany them. If not, then the statements must be accompanied by a statement of the State Coordinator or the person responsible for the Corporation's accounting records stating the reasonable belief of the State Coordinator or other person as to whether the statements were prepared on the basis of generally accepted accounting principles and, if not, describing the basis of preparation; and describing any respects in which the statements were not prepared on a basis of accounting consistent with the statements prepared for the preceding year.

10.2 INSPECTION BY MEMBERS

10.2.1 REQUIREMENTS FOR INSPECTION

10.2.1.1 INSPECTION OF CURRENT RECORDS

If a member of the Corporation delivers to the Corporation an executed notice in the form of a Record at least five (5) business days before the date on which the member wishes to inspect and copy records, the member or the member's agent or attorney

may inspect and copy, during regular business hours at a reasonable location specified by the Corporation, any of the current records the Corporation is required to maintain as set forth in Section 10.1.2 above. The member's demand must be made in good faith and for a proper purpose. The member must describe with reasonable particularity the purpose for the inspection, and the records the member desires to inspect must be directly connected with this purpose. The member must agree in the form of a Record to reasonable restrictions required by the Board on the use or distribution of the records.

10.2.1.2 INSPECTION OF PERMANENT RECORDS, ACCOUNTING RECORDS, AND MEMBERSHIP LIST

Under the same conditions as set forth above in Section 10.2.1.1 and subject to the limitations set forth below, a member or the member's agent or attorney may also inspect and copy:

- (1) Excerpts from those minutes and records required to be maintained as set forth above in section 10.1.1;
- (2) Accounting records of the Corporation; and
- (3) The membership list described above in Section 10.1.3 above, except that, without the consent of the Board, a membership list or any part thereof may not be obtained or used by any person for any purpose unrelated to a member's interest as a member, and access to the list may be limited as described in RCW 24.03A.405(6). The list provided to the member must have been compiled no earlier than the date of the member's demand. The Corporation may provide the member with a reasonable charge (not to exceed the estimated cost of production, reproduction or transmission of copies of documents).

The Corporation may impose a reasonable charge for copies of documents other than the Articles and Bylaws.

10.2.2 RECORDS THAT MAY BE WITHHELD

The Corporation may withhold from inspection under this section:

- (1) Those portions of records that contain information protected by the attorney-client privilege or related work product;
- (2) The address of any member who is known to the Corporation to be a participant in the address confidentiality program;
- (3) Those portions of records, which, if disclosed, would be reasonably likely to result in harm to the Corporation or a third party, such as disciplinary actions involving nondirector members, identities of job applicants, discussions of strategic acquisitions, records that are required to be kept confidential under obligations to a third party, etc.; or
- (4) Any information that the Corporation is required to keep confidential under any other law.

10.2.3 ALTERNATIVE TO MAKING LIST AVAILABLE

Instead of making a membership list available for inspection and copying the Corporation may elect to proceed under the procedures set forth in Section 3.6.8.4 above regarding alternative method to making the list of members available.

10.3 INSPECTION BY DIRECTORS

A director of the Corporation may inspect and copy the books, records, and documents of the Corporation at any reasonable time to the extent reasonably related to the performance of the director's duties as a director, including duties as a member of a committee, but not for any other purpose or in any manner that would violate any duty to the Corporation or law.

10.4 USE OF MEMBERSHIP LIST

Without the consent of the board, a membership list or any part thereof may not be:

- (a) Used to solicit cash or other property unless the cash or other property will be used solely to solicit the votes of the members in an election to be held by the Corporation;
- (b) Used for any commercial purpose; or
- (c) Sold to or purchased by any person.

10.5 FACSIMILES; COUNTERPARTS

When the signature of a Director on a corporate document is delivered by equipment which transmits a facsimile, scanned or digitally transmitted form of the document, that signature shall be deemed to be an original signature. Corporate documents, such as Consents, may be signed in one or more counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

10.5 CORPORATE SEAL

The seal of the Corporation shall consist of the name of the Corporation, State of the Corporation, and the year of its inception.

10.6 FINANCIAL REPORTS

10.6.1 ANNUAL FINANCIAL REPORT

The State Coordinator shall prepare and submit to the Board of Directors an annual report, which shall include a year-end financial statement as prepared and presented by the State Treasurer. Upon demand in the form of a Record from a member, the Corporation shall furnish that member with its latest annual financial statements meeting the requirements of RCW 24.03A.225.

10.6.2 REVIEW OF FINANCIAL REPORTS

The Board, or a committee of the Board, must review any financial report that the Corporation is required to file with the Washington Secretary of State, and ensure that financial information included in such report fairly represents the financial condition of the Corporation.

ARTICLE XI - CONFLICT OF INTEREST POLICY

11.1 PURPOSE OF POLICY

The purpose of the conflict of interest policy is to protect the organization's tax-exempt status in connection with any transaction or arrangement that might benefit the private interest of an officer or director of the organization or which might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

11.2 DEFINITIONS

11.2.1 INTERESTED PERSON

Any director, principal officer, or member of a committee of the Board, who has a direct or indirect Financial Interest, as defined below, is an Interested Person.

11.2.2 FINANCIAL INTEREST

A person has a Financial Interest if the person, directly or indirectly, through business, investment, or family, has:

- (1) An ownership or investment interest in any entity with which the organization has or may engage in a transaction or arrangement,
- (2) A compensation arrangement with the organization or with any entity or individual with which the organization has or may engage in a transaction or arrangement, or
- (3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating or may negotiate a transaction or arrangement.

11.2.3 COMPENSATION

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

11.3 PROCEDURES

11.3.1 DUTY TO DISCLOSE

In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the directors and members of committees of the Board considering the proposed transaction or arrangement.

11.3.2 DETERMINING WHETHER A CONFLICT OF INTEREST EXISTS

A Financial Interest is not necessarily a conflict of interest. A person who has a Financial Interest may have a conflict of interest only if the Board or a committee of the Board decides that a conflict of interest exists. Therefore, after disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, that person shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

11.3.3 PROCEDURES FOR ADDRESSING THE CONFLICT OF INTEREST

- (1) An Interested Person may make a presentation at the Board or committee meeting, but after the presentation, that person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- (2) After exercising reasonable due diligence, the Board or committee shall determine whether the organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- (3) If a more advantageous transaction or arrangement is not reasonably possible under circumstances which do not produce a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

11.3.4 VIOLATIONS OF THE CONFLICTS OF INTEREST POLICY

If the Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

11.4 RECORDS OF PROCEEDINGS

The Minutes of the Board and all committees with Board-delegated powers shall contain:

- (1) The names of the persons who disclosed or otherwise were found to have a Financial Interest resulting in an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed;
- (2) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

11.5 COMPENSATION

- (1) A voting member of the Board who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
- (2) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
- (3) No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either

individually or collectively, is prohibited from providing information to any committee regarding compensation.

11.6 STATEMENTS OF AFFIRMATION

At the inception of the original term of office, each director, officer and member of a committee of the Board shall sign a statement which affirms such person:

- (1) Has received a copy of the conflicts of interest policy;
- (2) Has read and understands the policy;
- (3) Has agreed to comply with the policy; and
- (4) Understands that the organization is Charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

11.7 PERIODIC REVIEWS

To ensure the Corporation operates in a manner consistent with Charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (1) Whether compensation arrangements and benefits are reasonable, based on competent survey information or other readily available information, and the result of arm's length bargaining.
- (2) Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further Charitable purposes, and do not result in inurement, an impermissible private benefit, or in an excess benefit transaction.

11.8 USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Section 11.7, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted.

ARTICLE XII - SPECIAL RULES AND REGULATIONS FOR STATE-SPONSORED EVENTS

12.1 STATE SECURITY

The State Security Staff, while working at a state-sponsored event, shall be recognized as the authority in matters concerning safety, order, or security of the State organization. They shall be empowered to expel any disorderly person from the event and to keep order during such event. Instructions and requests by the State Security Staff are to be followed by all members and invited guests. All security personnel, while on duty, shall report to the State Coordinator.

12.2 TICKET SALES

Tickets for official State events may be sold in advance. If said ticket is purchased at the event, there will be an inflated ticket price.

12.3 RECOGNITION OF OTHER ABATE ORGANIZATIONS

ABATE of Washington will recognize other state ABATE organizations for admission into State-sponsored events at member price.

12.4 ENTRANCE INTO STATE-SPONSORED EVENTS

The Executive State Level Officers shall be exempt from paying fees required for entrance into State-sponsored events. The State Security Staff working at the particular event shall also receive free admittance.

ARTICLE XIII PUBLIC RELATIONS

The State Coordinator shall appoint, subject to the approval of the Board of Directors, a State Public Relations Officer, who shall handle all press releases and other communications regarding State organizational matters.

ARTICLE XIV – AMENDMENTS TO BYLAWS AND EFFECTIVE DATE

14.1 AMENDMENT BY BOARD

The Board may amend, or repeal these Bylaws or adopt new Bylaws upon the affirmative vote of two-thirds (2/3) of the number of Board members fixed by or in the manner provided in these Bylaws, except for amendments requiring member approval as described in Section 14.2 below.

Notice of a meeting at which amendment(s) are to be considered shall be given in one of the following ways:

- (1) Notice of the nature of the proposed amendment or repeal, along with a copy of the proposed amendment or repeal, shall be given at the immediately previous meeting of the Board; or,
- (2) A written copy of the proposed amendment or repeal shall have been delivered to each Board member thirty (30) days prior to the next regular Board meeting or provided at the previous meeting of the Board.

14.2 AMENDMENTS REQUIRING MEMBER APPROVAL

The approval of a majority of the members entitled to vote is required for any Amendment to these Bylaws that:

- (1) eliminates any existing right, power, or privilege of membership contained in the current Bylaws;
- (2) provides that some of the Members have different rights or obligations than other members with respect to voting, dissolution, transfer of memberships, or other matters;
- (3) levies dues, assessments, or fees that are not fixed as set forth herein on some or all of the Members; or
- (4) relates to the termination or suspension of Members in a manner different than that provided in these Bylaws.

14.3 CONFORMITY TO STATE LAW

No amendments or changes may be made to these Bylaws which would conflict with the provisions of the Articles of Incorporation then in existence, or the Washington statutes. In the event of any conflict

between these Bylaws (or any amendments to these Bylaws) and the Articles then in existence, the Articles shall control. In the event of any conflict between these Bylaws (or any amendments to these Bylaws) and the Washington statutes then in existence, the Washington statutes shall control. All references made to the Washington statutes shall include any applicable successor legislation.

14.4 EFFECTIVE DATE

Amendments to these Bylaws shall become effective immediately upon adoption unless otherwise designated by the Board of Directors.

THESE BYLAWS OF ABATE OF WASHINGTON, A NONPROFIT ORGANIZATION, CONFIRMED AND ADOPTED BY:

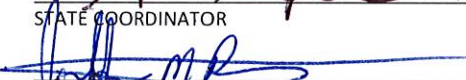
The Board of Directors of ABATE of Washington,

DATED THIS DAY 9th day of June

Signed copy on file.

ATTESTED BY:


STATE COORDINATOR Andrew B. McAfee


SENIOR STATE DEPUTY COORDINATOR Jeff Bowen


JUNIOR STATE DEPUTY COORDINATOR Bill Dye


STATE SECRETARY Steve Carlsberg


STATE TREASURER Monika Scotti

**ADDENDUM A
TO
BYLAWS
OF
ABATE OF WASHINGTON**

STATE AND LOCAL STANDING POLICIES