

**AMENDED AND RESTATED BYLAWS
OF
ROTARY CLUB OF KINGSTON-NORTH KITSAP**

**ARTICLE 1
DEFINITIONS**

1. Club. The term “club” shall refer to Rotary Club of Kingston-North Kitsap, a Washington nonprofit corporation.
2. Constitution. The term “constitution” shall mean the constitution adopted by the club.
3. Member. The term “member” shall mean the governing members of the club, and shall not refer to honorary members.
4. Board. The term “board” shall mean the board of directors and officers elected by the members, as described in more detail below.
5. Board Member. The term “board member” shall mean any one of the directors and officers elected by the members, as described in more detail below.
6. Officer. The term “officer” shall mean a member of the club serving as president, president-elect, vice president, secretary or treasurer.
7. Director. The term “director” shall mean a member of the board who is not an officer of the club, except that the immediate past president shall be considered a director.
8. RI. The term “RI” shall refer to Rotary International.
9. TRF. The term “TRF” shall refer to The Rotary Foundation, the charitable foundation of RI.
10. Club Foundation. The term “club foundation” shall refer to Kingston-North Kitsap Rotary Foundation, a Washington nonprofit corporation.
11. District. The term “district” shall refer to District 5020 of RI.

**ARTICLE II
CLUB PURPOSE**

1. Club Purpose. The purpose of the club is to provide service to our local and global communities consistent with the five Avenues of Service of Rotary International. These Avenues of Service are Club Service, Community Service, Vocational Service, International Service, and Youth Service. The club shall be active in each of the Five Avenues of Service. The club shall engage in activities that are exclusively charitable in accordance with IRC § 501(c)(4).

ARTICLE III MEMBERSHIP

1. Method of Electing Members. Any member of the club may propose a prospective member by submitting his or her name and basic biographical information in writing to the board through the club secretary. A transferring or former member of another club may be proposed for active membership by the former club. The board shall keep the proposal confidential except as otherwise provided in this section.

The board shall ensure that the proposed member meets all the classification and membership requirements of the constitution. The board shall approve or disapprove the proposal within 30 days of its submission and shall notify the recommending club member of its decision. If the decision of the board is favorable, the membership chair shall inform the prospective member of the purposes of Rotary and of the privileges and responsibilities of membership. The membership chair shall ask the prospective member to sign the membership proposal form and to permit his or her name and proposed classification to be published to the club.

If no member objects to the proposal in writing within seven (7) days following publication, the prospective member, upon payment of the admission fee as prescribed in these bylaws, shall become a member. If a member files an objection, the board shall vote on the matter at its next meeting. If the board approves despite the objection, the proposed member, upon payment of the admission fee, shall become a member.

2. Election of Honorary Members. The board may propose and the club may elect honorary members in accordance with the constitution, Article 7, Section 6.

3. Induction of New Members. Following the election of a new member, the president shall arrange for that new member's induction. The membership chair shall present to the newly inducted member new member Rotary literature. The club secretary shall report the new member information to RI. The president shall assign a club member as a mentor and shall assign the new member to one or more club committees.

4. Membership Responsibilities. Members shall commit to the Rotary motto of Service above Self, the Four Way Test and the Five Avenues of Service. Members are responsible for paying fees and dues in a timely manner. Members are responsible for acceptable club attendance, which means that members must attend or makeup at least fifty percent of the regular meetings in each half of the year in accordance with the constitution, article 12, section 4(a)(1). The club shall credit a member for attendance at the club or by "make up". Members may make up attendance by attending meetings of any other Rotary club, by participating in an official Rotary activity, or as otherwise provided the constitution, article 9. The terms of this section shall be subject to the specific terms set forth in Article III section 8 of these bylaws relating to types of membership.

5. Fees and Dues. The board shall establish quarterly fees and dues for the members. The treasurer shall invoice members on the first day of January, April, July and October.

A prospective member shall pay an admission fee in order to qualify as a member, except as provided for in the constitution, article 11. The admission fee shall be equal to the prorated membership fees and dues then in effect. The treasurer shall calculate the admission fee and present an invoice for that amount to the prospective member to pay prior to his or her induction.

6. Member Leave of Absence. A member may request a leave of absence by submitting a written application to the board setting forth good and sufficient cause. The board may grant a leave of absence excusing the member from attending the meetings of the club for a period up to one year. The board may extend a leave of absence upon a member's request. A leave of absence operates to prevent a forfeiture of membership. It does not operate to give the club credit for the member's attendance. The club must keep the member on its rolls and, unless the member attends a regular meeting of some other club, record the member as absent.

7. Member Termination. The board may terminate membership if a member fails to fulfill the responsibilities of membership pursuant to the constitution, article 12, section 4(a)(1).

8. Types of Memberships.

- a. Individual: Eligible candidates for individual membership must be at least 18 years old. These members enjoy all the benefits and opportunities of Rotary, and are subject to all of the membership responsibilities set forth in Article III, Section 4.
- b. Family: Eligible candidates for a family membership are the spouses and adult children of one family. The family must designate a Primary member, and the remaining family members will be considered Secondary members. All attendance will be recorded under the Primary member. The Primary member can participate in all club activities and committees, but the Secondary members do not have voting privileges on club matters, and they cannot hold any office or elected position. Secondary members will pay for attended lunch meeting or events if the Primary Member is also present for the same lunch meeting or event. The Primary Member shall have all the benefits and responsibilities of an individual membership.
- c. Organization: An eligible candidate for an organization membership is one corporation, limited liability company or other state or federal recognized organization. The organization must designate a Primary member who is in a position of authority within the organization, and the organization may also designate up to three additional adult members of the organization who shall be considered Secondary members. All attendance will be recorded under the Primary member. The Primary member can participate in all club activities and committees, but the Secondary members do not have voting privileges on club matters, and they cannot hold any office or elected position. Secondary members will pay for attended lunch meeting or events if the Primary Member is also present for the same lunch meeting or event. The Primary Member shall have all the benefits and responsibilities of an individual membership.

- d. Satellite: This membership is dedicated for members that can only attend the evening meetings and are at least 21 years old. The Satellite members pay only the Rotary Dues, meeting fees, and any meals at the time of the meeting. They can attend any meeting but must attend at least one meeting per month. Otherwise, satellite members shall have all of the benefits and responsibilities of an individual membership.
- e. Member at Large: This membership is for members who have difficulty attending club meetings on a regular basis. Members at large must: 1) attend or makeup at least twenty-five percent (25%) of the regular meetings in each half of the year; 2) Participate regularly in home club social activities and community projects; 3) attend some District functions each year or join a District Committee; 4) donate at least once a year to the Rotary Foundation; 5) pay the same annual dues as an individual member; and 6) inform the Secretary and/or Membership Chair of their level of engagement with Rotary. Otherwise, members at large shall have all of the benefits and responsibilities of an individual membership.
- f. Exempt from Attendance: This membership is for members who have difficulty attending club meetings on a regular basis but are crucial to our fundraising and/or technical support in the opinion of the board. Members exempt from attendance must: 1) have their membership approved by the board; and 2) pay Rotary dues and meeting fees in a timely manner. Otherwise, members exempt from attendance shall have all of the benefits and responsibilities of an individual membership except they cannot hold any office or elected position.

ARTICLE IV BOARD

- 1. Board Members. The governing body of the club shall be the board, which shall manage the affairs of the club, and shall consist of eight board members, as follows: the president, president-elect, vice president, secretary and treasurer. The directors shall be the immediate past president and two (2) directors elected by the members.
- 2. Regular Board Meetings. A regular meeting of the board shall be held at least annually on a date and at a place agreed by the directors or as directed by the president. It is recommended, however, that the board meet on a monthly basis.
- 3. Special Board Meetings. The president may call special board meetings as necessary. The president shall call a special board meeting upon the request of two (2) officers or directors. The president or secretary shall notify board members at least twenty-four (24) hours in advance of a special board meeting.
- 4. Participation. Board members may participate in a meeting of the directors by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

5. Quorum. A majority of the board shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the board members are present at any meeting, a majority of the board members present may adjourn the meeting from time to time without further notice.

6. Compensation. Board members shall not be compensated for participating on the board.

7. Contracts. The board may authorize any officer or agent of the club to enter into any contract or execute and deliver any instrument in the name of and on behalf of the club, and such authority may be general or may be confined to specific instances.

8. Financial Review. The board shall designate a qualified person to review the financial activities of the club once each Rotary year. This person shall be independent of the treasurer and the finance committee.

9. Joint Board. If the members of the club board and board of the club foundation are the same, then the boards shall act as one joint board operating for and on behalf of each organization.

ARTICLE V ELECTION OF OFFICERS AND DIRECTORS

1. Election Process. Election of officers and directors shall take place in December each year at the annual meeting. At a regular club meeting one month prior to the annual meeting, the president shall solicit volunteers for a nominating committee and appoint the committee. The chair of the committee shall be a past president. Members may make nominations for club officers and directors to the nominating committee. The chair of the nominating committee shall announce the nominations to the members at the regular meeting one week prior to the annual meeting. The nominating committee shall prepare ballots listing the nominations in alphabetical order under each office or position. The nominating committee shall distribute the ballots to the members for vote at the annual meeting. The president shall supervise the counting of the ballots. He or she shall declare elected those candidates receiving a majority of the votes. If only one candidate is running for each office, the nominating committee shall present the slate of candidates and the club shall conduct the election by voice vote.

2. Terms of Office. Officers shall serve one-year terms. The immediate past president shall serve a one-year term as a director. Elected directors shall serve two-year terms on a staggered-year basis so that one director is up for election each year. All officers and directors shall begin their terms of service on July 1 of the year following election.

3. Board-Elect Responsibilities. The newly elected officers and directors, together with the current president and director continuing in office, shall constitute the board-elect. Within two months after election, the board-elect shall elect a sergeant-at-arms. The sergeant-at-arms shall serve the same term as the newly elected officers. During his or her term, the sergeant-at-arms shall arrange for club meetings and other duties as prescribed by the board.

4. Vacancies. If a vacancy on the board occurs, the remaining board members shall elect a replacement. If a vacancy on the board-elect occurs, the remaining members of the board-elect shall elect a replacement.

ARTICLE VI DUTIES OF OFFICERS AND DIRECTORS

1. President. The president shall preside at meetings of the club and the board, manage club administration and publicity and perform other duties as prescribed by the board.

2. President-Elect. The president-elect shall serve as a director, plan for the succeeding Rotary year and perform other duties as prescribed by the president or board.

3. Vice President. The vice president shall preside at meetings of the club and the board in the absence of the president and perform other duties as prescribed by the president or the board.

4. Secretary. The secretary shall record and preserve minutes of club and board meetings. In the absence of the secretary, the presiding officer shall designate a member to record the minutes and deliver them to the secretary for publication and filing.

The secretary shall keep membership records; receive attendance reports from the treasurer and maintain meeting attendance records; provide the monthly membership attendance report to the district; report membership information to RI as required; assist the treasurer in preparation of the semiannual reports of membership; maintain new member data provided by the membership chair; provide new member packets to the membership committee; order Rotary pins, badges and memorabilia; maintain RI information resources for club membership recruiting; provide membership data and attendance updates to the board; and perform other duties as prescribed by the president or board. At each regular club meeting, the treasurer shall record names of all members in attendance and periodically provide attendance reports to the board.

5. Treasurer. The treasurer shall be responsible for the day-to-day financial affairs of the club. The treasurer shall have custody of all funds, deposit moneys received, pay obligations, maintain financial records, provide monthly financial status reports to the board, manage club investments, maintain insurance records, submit annual reports on the financial status of the club foundation as provided by the club foundation treasurer and perform other duties as prescribed by the president or board.

The treasurer shall submit the semiannual membership reports to RI including per capita dues for all members and prorated dues for active members elected to membership during the reporting period.

Upon leaving office, the treasurer shall turn over to the incoming treasurer or to the president all funds, books of account and all other club records in his or her possession.

6. Immediate Past President. The immediate past president shall assist the president in club leadership transition and perform other duties as prescribed by the board.

7. Directors. The directors shall serve on the board. They shall provide continuity, represent the interests of members at large and perform other duties as prescribed by the board.

ARTICLE VII CLUB MEETINGS

1. Regular Meetings. The club shall meet weekly at a designated time and place. The board shall adopt and publish a schedule of the dates, times and places for the regular meeting. The president shall notify members of any changes in the regular meeting schedule (i.e., during a prior meeting or via email or the club e-Bulletin).

2. Order of Business. Below is a suggested order of business for regular meetings. The president shall adjust the order of business as needed.

- Call to order
- Pledge of Allegiance
- Introduction of visitors
- Correspondence, announcements and Rotary information
- Committee reports
- Old business
- New business
- Program speakers
- Adjourn

3. Annual Meetings. The board shall schedule an annual meeting of the club membership to occur at a place and time designated by the president or the board no later than December 31 each year at which time the members shall elect the officers and directors to serve for the ensuing year.

4. Special Meetings. Special meetings of the members of the club may be called by the president or the board, or by at least one third of the members of the club.

5. Notice of Meetings. Notice, in the form of a record, in a tangible medium, or in an electronic transmission, stating the place, day, and hour of the annual meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than fifty days before the date of the meeting.

6. Quorum. One-third of the membership shall constitute a quorum at any membership meetings of the club.

7. Installation Meeting. The board shall schedule an installation meeting of the membership on or about July 1 of each year. The purpose of the meeting shall be to install the officers, directors and committee chairs whose terms of service are beginning and to recognize the service of those whose terms have ended. The incoming president (president-elect) shall plan and organize the conduct of the installation meeting.

8. Voting. The members of the club shall transact business by voice vote with consent of the members in attendance. Each member of the club shall have one vote. If any

member in attendance requests, the club shall vote by ballot. The club shall conduct elections by ballot when more than one candidate is seeking any club office.

ARTICLE VIII COMMITTEES

1. Committees. The club shall achieve its purpose through its committees. Club committees shall carry out the annual and long-range goals of the club based on the Five Avenues of Service. A committee chair shall lead each committee. The president-elect, president and immediate past president should work together to ensure continuity of leadership and succession planning. The president-elect is responsible for appointing committee members to fill vacancies, appointing committee chairs, and conducting a planning meeting prior to the start of the year in office. Each club member shall belong to at least one standing committee. Where feasible, the committee members should be appointed to the same committee for two years to enhance continuity. The president shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.

2. Standing Committees. Standing committees should be appointed as follows:

- a. Administration. Mission: This committee shall conduct activities associated with the effective operation of the club.
- b. Finance. Mission: Oversee and manage club finances for operations and service projects. The committee shall assist the treasurer to determine that expenditures are consistent with approved budgets and club goals. The committee shall review proposed club and committee budgets, review club financial statements, coordinate disbursements with the club foundation, monitor club insurance coverage and advise the board on club investments.
- c. Membership. Mission: Develop and implement plans for recruiting and retaining club members. The committee shall encourage members to recruit new members, provide club and RI information to members to assist in recruiting, conduct potential new member information gatherings, provide the application records of new members to the club secretary, assist the president with member induction, solicit ideas from club members regarding member retention strategies and conduct an annual member satisfaction survey.
- d. Public Relations. Mission: Develop and implement plans to provide the community with information about Rotary and our club. The committee shall publicize club service projects and activities. The committee shall publish the club eBulletin newsletter, maintain its website and maintain the written history of the club. The committee shall develop an ongoing relationship with local news media representatives.
- e. Fundraising. Mission: Develop and implement plans for club fundraising strategies and activities. The committee shall solicit and generate fundraising ideas, evaluate the cost effectiveness of potential fundraising projects, recommend projects to the club membership and board for approval, assist in forming

fundraising project teams, develop fundraising project budgets, develop project implementation plans and implement approved projects. The committee shall analyze project outcomes for use in making decisions about future fundraising activities.

- f. Community Service. Mission: Provide club leadership to deliver community service in the Greater Kingston area. The committee shall solicit ideas, identify and prioritize projects, develop an annual proposed community service budget, recruit volunteers for service projects, keep club members abreast of community services needs and conduct and evaluate projects.
- g. Youth Service. Mission: Provide club leadership to deliver youth service in the Greater Kingston area. The committee shall solicit ideas, identify and prioritize youth service projects, develop an annual proposed youth service budget and maintain the club scholarship program. The committee shall recruit volunteers for service projects, conduct and evaluate the projects, keep members abreast of the needs for youth service in the community and work with the international service committee to coordinate youth exchanges. In furtherance of youth service goals, the youth service committee shall support Interact and Roteract activities, RYLA participation and other activities that bring the message of Rotary to youth and young adults. The youth service committee shall encourage other committees and club members to support youth service activities.
- h. International Service. Mission: Provide club leadership to deliver international service to those in need in our global community. The committee shall solicit ideas, identify and prioritize international service projects, develop an annual proposed international service budget, recruit volunteers for service projects, implement and evaluate international projects, keep the club abreast of international service needs and issues, and work with the youth service committee to coordinate youth exchanges.
- i. Rotary Foundation. Mission: Provide leadership to foster active participation in TRF. The committee shall develop and implement plans to support TRF through both financial contributions and program participation, increase club member understanding of TRF, increase club member and committee understanding of the availability and requirements for TRF and district matching grants and encourage members to donate regularly to TRF and to become Paul Harris Fellows.
- j. Vocational Service. Mission: Encourage and foster high ethical standards in business and professions, the recognition of the worthiness of all useful occupations, and the dignifying of each member's occupation as an opportunity to service society. The vocational committee shall encourage members to apply their vocational skills to their work as Rotarians, encourage the use of classification talks to educate club members of each others occupations and professions, and encourage the application of the Four Way Test and the Rotary Code of Conduct to all individual and club activity.

3. Ad Hoc Committees. Additional ad hoc committees may be formed by the board as needed. Each ad hoc committee shall transact its business as is delegated to it in these bylaws and such additional business as may be referred to it by the president or the board. Except where special authority is given by the board, such committees shall not take action until a report has been made and approved by the board.

4. Committee Duties and Responsibilities. Each committee shall develop goals, action plan (planned activities) and proposed budget for club non-charitable activities by July 1 for review in the budget development process and by September 1 for club charitable service projects. The president-elect shall assist the committee chairs with their planning and include their proposed budgets in the budget planning. The new president shall present the action plans to the board at the beginning of the Rotary year (during the July board meeting). Each committee chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the committee and shall report to the board on all committee activities. Each committee shall provide an annual report to the board, including recommendations regarding committee work for the coming year.

ARTICLE IX FINANCES

1. Classification of Funds. The club shall classify funds as either operating funds or service project funds, defined as follows:

- a. Operating Funds. Operating funds are those collected from members as dues and fees and paid out for the normal operating expenses of the club for its meetings, administration, finance, membership and public relations. Member contributions to TRF, paid along with quarterly dues and fees, shall pass through operating funds, but the treasurer shall forward them on a timely basis to the member's credit at TRF.
- b. Service Project Funds. Service project funds are defined as realized income from fundraising activities after payment of all fundraising expenses and payment of expenses reasonably related to the advancement of the charitable purposes of the club. Service project funds shall also include money received from grants and direct donations. The club shall work closely with the club foundation to make sure all such service project funds are immediately transferred to the club foundation so that they may be expended in accordance with the club foundation's goals of advancing community service, youth service, vocational service and international service projects.

2. Club Fiscal Year. The fiscal year of the club shall be from July 1 to June 30, concurrent with the Rotary year.

3. Annual Budgets. Prior to the beginning of each fiscal year, the board shall prepare an operating funds budget based on estimated income and expenditures for the year which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by board action. Prior to September 1, the board shall coordinate with the board of the club foundation to present a joint budget dealing with charitable service operations for the club

foundation. The board-elect shall review and adjust the budgets as necessary. As its first order of business, the new board shall approve the operating funds budget. When approved, this budget shall stand as the revenue targets and limits of expenditure for these purposes, unless otherwise revised by board action.

4. Checks, Drafts and Orders. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the club, may be signed by the treasurer or the president. Provided, however, if the amount of the check, draft or order exceeds \$500 and the expense is not within a previously approved budget or has not been previously approved by the board, then such check, draft, or order shall be signed by the treasurer and countersigned by the president or vice president.

5. Finance Committee. The treasurer shall chair the finance committee.

6. Management of Operating Funds. The board shall authorize club bank accounts. The treasurer shall deposit all club operating funds, primarily fees and dues, in an authorized club account.

7. Transfer of Service Project Funds. The club treasurer shall as soon as practical hand over to the treasurer of the club foundation all service project funds for deposit in club foundation accounts. If the club treasurer and the treasurer of the club foundation are the same person, the club treasurer shall deposit all service project funds into a club foundation account.

8. Coordination with Club Foundation. The club recognizes the establishment of the club foundation, which is a Washington nonprofit corporation pursuant to RCW 24.03 and also established as a charitable foundation pursuant to IRC § 501(c)(3). The club shall work closely with the club foundation for the purpose of raising service project funds and expending such funds for charitable purposes consistent with the identical goals of both organizations. In particular:

- a. Fundraising. The fundraising committee shall coordinate with the fundraising committee of the club foundation in matters relating to fundraising projects. If the members of the club fundraising committee and the fundraising committee of the club foundation are the same, then the committees shall act as one joint committee operating for and on behalf of each organization for the purpose of raising service project funds.
- b. Community Services. The club community services committee shall coordinate with the community services committee of the club foundation in matters relating to the expenditure of service project funds on community projects. If the members of the club community services committee and the community services committee of the club foundation are the same, then the committees shall act as one joint committee operating for and on behalf of each organization for the purpose of expending service project funds on community projects.
- c. International Services. The club international services committee shall coordinate with the international services committee of the club foundation in matters relating to the expenditure of service project funds on international projects. If

the members of the club international services committee and the international services committee of the club foundation are the same, then the committees shall act as one joint committee operating for and on behalf of each organization for the purpose of expending service project funds on international projects.

- d. Vocational Service. The club vocational service committee shall coordinate with the vocational service committee of the club foundation in matters relating to the expenditure of service project funds on vocational service. If the members of the club vocational service committee and the vocational service committee of the club foundation are the same, then the committees shall act as one joint committee operating for and on behalf of each organization for the purpose of expending service project funds on vocational service.
- e. Youth Service. The club youth service committee shall coordinate with the youth service committee of the club foundation in matters relating to the expenditure of service project funds on youth service. If the members of the youth service committee and the youth service committee of the club foundation are the same, then the committees shall act as one joint committee operating for and on behalf of each organization for the purpose of expending service project funds on youth service.

9. Oversight and Bonding. The board shall have a qualified person conduct a thorough review of all financial transactions once each year. Officers having charge or control of club funds shall give bond as required by the board for the safe custody of the funds of the club. The cost of the bond shall be borne by the club.

ARTICLE X RESOLUTIONS

1. Resolutions. The club shall not consider any resolution or motion to commit the club on any matter until the board has considered it. The president shall refer such resolutions or motions to the board.

ARTICLE XI INDEMNIFICATION

1. Indemnification. Any person who is made or was a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceedings, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director, member or officer of the club, or is or was serving at the request of the club as a director, officer, member, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified against expenses (including costs and attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suite or proceeding, if he or she acted in good faith, and in a manner he or she reasonably believed to be in or not opposed to the best interests of the club and with respect to any criminal action or proceeding had no reason to believe his or her conduct was unlawful. In any action or suit by or in the right of the club to procure a judgment against such a person, no indemnification shall be made in respect of any claim, issue or matter as to which he

or she shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the club unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite an adjudication of liability, he or she is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. On request of such person who is made or is threatened to be made a party to any such suit, the club shall enter into an agreement confirming the foregoing indemnity subject to limitations as provided by law in such instances. The indemnification herein provided for shall continue as to a person who has ceased to be a director, member or officer of the club, shall inure to the benefit of his or her heirs, executors and administrators, and shall be in addition to rights of indemnification provided by law.

2. Expenses. The club shall pay expenses incurred in defending a civil or criminal action, suit or proceeding against which a person shall be entitled to indemnification under the preceding section in advance of a final disposition of such action upon receipt of an undertaking by or on behalf of the person to repay such amount if the person is not entitled to indemnification as provided by law.

3. Insurance. The club may purchase and maintain insurance on behalf of any person who is or was director, officer, employee, or agent of the club or is or was serving at the request of the club as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the club has or would have the power to indemnify him or her against such liability under the law.

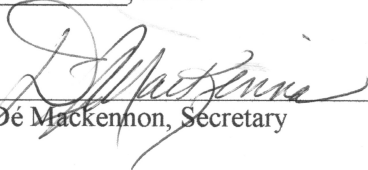
ARTICLE XII RECORDS

1. Records. The club shall keep correct and complete minutes of the proceedings of the board, and such other records as required by RCW 24.03.135 at the office of the secretary. All books and records of the corporation may be inspected by any board member, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XIII AMENDMENTS

1. Amendments. The membership may amend these bylaws at any regular meeting, a quorum being present, by a two-thirds vote of all members present. The president shall mail the proposed amendment to each member at least ten (10) days before such meeting. The club shall adopt no amendment or addition to these bylaws that is not in harmony with the constitution and with the constitution and bylaws of RI.

I certify that the above Amended and Restated Bylaws were adopted by the membership of the club on the 10 day of October, 2018.


De Mackennon, Secretary