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**FAMILIES AND NEIGHBORS SUPPORT ISLAND
REC**

Section 3.4.2. Revised on: Feb. 18, 2019

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FAMILIES AND NEIGHBORS SUPPORT ISLAND REC ("FANS")

1. OFFICES

The principal office of the corporation shall be located at its principal place of business or such other place as the Board of Directors ("**Board**") may designate. The corporation may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the corporation may require from time to time.

2. MEMBERSHIP

2.1. No Members

The corporation shall initially have no members.

2.2. Membership

Membership classes, the manner of election or appointment of members, the qualifications and rights of each class of members, and dues for members may be established by amendment to the Articles of Incorporation and these Bylaws.

3. BOARD OF DIRECTORS

3.1. General Powers

The affairs of the corporation shall be managed by a Board of Directors.

3.2. Number

The Board shall consist of not less than seven (7) **five (5)** nor more than fifteen (**15**) Directors.. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the

number shall have the effect of shortening the term of any incumbent Director.

*Note: Change made by unanimous vote at 12/12/2016 FANS Board Meeting

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3.3. Qualifications

Directors shall be the age of majority in the State of Washington. Directors may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

3.4. Election of Directors

3.4.1. Initial Directors

The initial Directors named in the Articles of Incorporation shall serve until the first annual meeting of the Board.

3.4.2. Classification and Term of Office for Directors

The Directors shall be divided into three (3) term classes to be known as Class I, Class II and Class III. Classes for incumbent Directors shall be determined by resolution. The initial Class I Directors shall hold office until the first annual election of Directors, the initial Class II Directors shall hold office until the second annual election of Directors, and the initial Class III Directors shall hold office until the third annual election of Directors.

Thereafter, Directors of each class shall serve for a term of three (3) years,

commencing on the date of election and each Director shall hold office until his or her term expires and his or her successor is elected and qualified, or until his or her death, resignation or removal. At each subsequent annual meeting of Directors, the successors of those Directors whose terms then expire shall be elected to serve for an initial term of three (3) years (the “Initial Term”) and until their terms expire and their successors are elected and qualified, or until their death, resignation or removal. The term of any Director shall not exceed his or her Initial Term and **six (6) consecutive one (1) year** terms thereafter. **Such ‘term limits’ shall not apply until the membership of the FANS Board reaches or exceeds 13 members.** In the event that a Director serves a partial term for a Director who is unable to complete a three (3) year term due to death, resignation or removal, such partial term shall not constitute that Director’s Initial Term, as defined herein, and that Director’s Initial Term will commence upon reelection to the Board for a full term of three (3) years. Upon serving the maximum consecutive terms, such a Director shall be eligible for reelection to the Board of Directors after at least one (1) year off of the Board of Directors.

***Note: Change made by unanimous vote at 02/18/2019 FANS Board Meeting**

***Note: Change made by unanimous vote at 2/10/2020 FANS Board Meeting**

3.5. Annual Meeting

The annual meeting of the Board shall be held during the month of

_____ on a date chosen by the President or the Board for the purposes of electing Directors and officers and transacting such business as may properly come before the meeting. If the annual meeting is not held on the date designated therefor, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

3.6. Regular Meetings

By resolution, the Board may specify the date, time and place for holding regular meetings without other notice than such resolution. No notice need be given of any regular meeting of the Board of Directors.

3.7. Special Meetings

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or any Two (2) Directors, or, in the case of a committee meeting, by the chairman of the committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board or committee meeting called by them.

3.8. Meetings by Telephone

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

3.9. Place of Meetings

All 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, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

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3.10. Notice of Special Meetings

3.10.1. Advanced Notice and Method

At least one week prior notice shall be given by the secretary of the corporation to each Director of each special meeting of the Board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by facsimile machine, or by electronic transmission, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile or electronic notification, the Director to be contacted shall acknowledge personal receipt of the facsimile or electronic notice by a return message or telephone call within twenty-four hours of the first transmission.

3.10.2. Waiver of Notice.

Whenever any notice of a meeting is required to be given to any Director of this corporation under provisions of the articles of incorporation, these bylaws, or the law of this state, a waiver of notice in writing signed by the Director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

3.10.3. Record

Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in the form of a record, including, without limitation, an electronic transmission from the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board need be specified in the waiver of notice of such meeting. **3.10.4.By Attendance**

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.11. Quorum

A majority of the number of Directors fixed by or in the manner provided by these Bylaws shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

3.12. Manner of Acting

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

3.13. Presumption of Assent

A Director of the corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

3.14. Consent to Action by Board Without a Meeting

Any action that could be taken at a meeting of the Board may be taken without a meeting if a consent in the form of a record, which consent clearly sets forth the action to be taken, is executed by all the Directors. Any such record shall be inserted in the minute book as if it were the minutes of a Board meeting. For purposes of this Section 3.16, record means information inscribed on a tangible medium or contained in an electronic transmission.

3.15. Resignation

Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the corporation, or by giving oral

or written notice at any meeting of the Directors. Any such 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.

3.16. Removal

One or more Directors (including the entire Board) may be removed from office, with or without cause, by the affirmative vote of two-thirds of the seated Directors in office.

3.17. Vacancies

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

3.18. Board Committees

3.18.1. Standing or Temporary Committees

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Directors and may include non Directors. Such committees shall have and exercise the authority of the Directors in the management of the corporation, subject to such limitations

as may be prescribed by the Board and by applicable Washington law, except that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease, or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the corporation; or (h) adopt, amend, or repeal an official policy of the Corporation. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

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3.18.2.Quorum; Manner of Acting

A majority of the number of Directors composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

3.18.3.Resignation

Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairman of such committee, or by giving oral or written notice at any meeting of such committee. Any such 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.

3.18.4. Removal of 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.

3.19. Reimbursement

The Directors shall receive no compensation for their service as Directors but may receive reimbursement for reasonable expenditures incurred on behalf of the corporation.

4. OFFICERS

4.1. Number and Qualifications

The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer, each of whom shall be elected by the Board. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary. All officers must be Directors of the corporation.

4.2. Election and Term of Office

The officers of the corporation shall be elected each year by the Board at the annual meeting of the Board. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected.

4.3. Resignation

Any officer may resign at any time by delivering written notice to the President, the Vice President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such 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.

4.4. Removal

Any officer or agent elected or appointed by the Board may be removed by the affirmative vote of at least two-thirds of the seated Directors in office whenever in its judgment the best interests of the corporation would be served thereby.

4.5. Vacancies

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

4.6. President

The President shall be the chief executive officer of the corporation, and, subject to the Board's control, shall supervise and control all of the assets, business and affairs of the corporation. The President shall preside over meetings of the Board. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time.

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4.7. Vice President

In the event of the death of the President or his or her inability to act, the Vice President shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. The Vice President shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board.

4.8. Secretary

The Secretary shall: (a) keep the minutes of meetings of the Board and any minutes which may be maintained by committees of the Board and transmit them to Directors in a timely manner; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

(c) be custodian of the corporate records of the corporation; (d) keep records of the post office address of each Director and officer; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board.

4.9. Treasurer

The treasurer shall have overall responsibility for: (a) have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors, (b) receive, and give receipt for, monies due and payable to the corporation from any source whatsoever; (c) cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements; (d) keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses; (e) exhibit at all reasonable times the books of account and financial records to any Director of the corporation, or to his or her agent or attorney, on request therefor; (f) render to the president and Directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation; and (g) prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

4.10.

Compensation

The officers shall receive no compensation for their service as officers but may receive reimbursement for reasonable expenditures incurred on behalf of the corporation.

5. INTERESTS OF DIRECTORS AND OFFICERS

5.1. Compensation

Directors who receive any compensation for services in any capacity, directly or indirectly, from the corporation may not vote on matters pertaining to that Director's compensation.

5.2. Conflict of Interest

Directors and officers shall disclose to the Board any financial interest which the Director or officer directly or indirectly has in any person or entity which is a party to a transaction under consideration by the Board. The interested Director or officer shall abstain from voting on the transaction as set forth in a policy enacted by the Board.

5.3. Review of Certain Transactions

Prior to entering into any compensation agreement, contract for goods or services, or any other transaction with any person who is in a position to exercise influence over the affairs of the corporation, the Board shall establish that the proposed transaction is reasonable when compared with a similarly-situated organization for functionally comparable positions, goods or services rendered.

6. ADMINISTRATIVE AND FINANCIAL PROVISIONS

6.1. Execution of Instruments

The Board of Directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer or agent shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

6.2. Loans or Extensions of Credit to Officers and Directors

No loans shall be made and no credit shall be extended by the corporation to its officers or Directors.

6.3. Checks, Drafts, Etc.

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes,

orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by two officers, **one officer** neither of which is **not** the Treasurer.*

***Note: Change made by unanimous vote at 12/12/2016 Fans Board Meeting**

6.4. Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

6.5. Books and Records

The corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances, minutes of the proceedings of its Boards and any minutes which may be maintained by committees of the Board; records of the names and post

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office addresses of its officers and Directors, and such other records as may be necessary or advisable.

6.6. Corporate Seal

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of

any such instrument.

6.7. Accounting

Year

Unless a different accounting year is at any time selected by the Board, the accounting year of the corporation shall be the twelve months ending
December 31st.

6.8. Rules of

Procedure

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, Newly Revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

6.9. Directors' Inspection

Rights

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation, and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

6.10. Right to Copy and Make

Extracts

Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

7. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted at any meeting of the Board by the affirmative vote of a two-thirds of the seated Directors in office, or by the unanimous written consent of each of the Directors.

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