

AMENDED AND RESTATED BYLAWS  
OF  
NORTHWEST CHAPTER,  
NATIONAL ASSOCIATION OF CORPORATE DIRECTORS

MAY 2016

ARTICLE 1. OFFICES

The principal office of the Northwest Chapter, National Association of Corporate Directors (the "Corporation") shall be located at such place as the Board of Directors (the "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, provided the Corporation is qualified to do business in such locations. The Corporation is chartered by the National Association of Corporate Directors ("NACD") as the designated Chapter to serve members of the NACD in the states of Washington, Oregon, Idaho and Alaska.

ARTICLE 2. PURPOSE

The Corporation is organized exclusively for charitable, scientific and educational purposes as set forth in the Corporation's Articles of Incorporation. In furtherance of such purposes, the Corporation's activities will be limited to activities permitted for a corporation exempt from federal and state income taxes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"), or the corresponding provision of any future federal tax code.

ARTICLE 3. MEMBERSHIP

The Corporation will have no members, as the term is defined in Section 24.03.065 (or any successor provision) of the Washington Nonprofit Corporation Act (Chapter 24.03 of the Revised Code of Washington) (the "WNCA"). The Corporation may, however, refer to persons associated with it as "members" even though such persons are not members within the meaning of the WNCA. Any reference to a "member" or "membership" in these Bylaws indicates a non-statutory member, and not a member as defined in. the WNCA.

ARTICLE 4. BOARD OF DIRECTORS

4.1 General Powers. Subject to the provisions of the WNCA and any other applicable laws, the business affairs, property and interests of the Corporation will be managed by a Board of Directors.

4.2 Powers and Duties. Without prejudice to the general powers set forth in Section 4.1 of these Bylaws, and subject to the same limitations, the Board will have the power to:

- (a) Formulate the policies and priorities of the Corporation;

(b) Engage paid and voluntary staff persons, either as employees or consultants, and direct them to carry out the policies and functions designed by the Board;

(c) Authorize any officer or officers, agent or agents of the Corporation to enter into any contract, execute and deliver any instrument, in the name of and on behalf of the Corporation, and such authority may be general or specific;

(d) Determine from time to time those officers and staff empowered to sign checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation;

(e) Select those banks or other depositories in which the assets of the Corporation will from time to time be deposited to the credit of the Corporation;

(f) Accept on behalf of the Corporation any contributions, gifts, bequest, or devices for general purposes or for any special purpose of the Corporation;

(g) Make personnel decisions, including hiring, firing, and evaluation of staff;

(h) Determine job guidelines and duties, and receive reports and advice from staff,

(i) Exercise all such powers of the Corporation and do all such lawful acts and things as are not by law or by the Articles of Incorporation or by these Bylaws otherwise prohibited.

4.3 Number. The Board will consist of up to eighteen (18) Directors (the "Board Maximum"), with the specific number to be set by resolution of the Board. The Board Maximum may be changed from time to time by amendment to these Bylaws, and the specific number of Directors may be changed from time to time by resolution of the Board, provided that no decrease in either of the above numbers shall have the effect of shortening the term of any incumbent Director.

4.4 Qualifications. Directors shall be natural persons and members of the Corporation. Directors may serve concurrently as officers of the Corporation, but may not be members of the Corporation's staff. Directors may have such other qualifications as the Board may prescribe.

4.5 Election of Directors. The initial Directors named in the Articles of Incorporation will serve until their successors are duly elected and qualified. Director elections shall take place annually at the annual meeting of the Board. The Board shall be divided into three classes, serving staggered terms of three (3) years each, with the Directors divided as evenly as possible into the three classes, provided that the current term of Directors serving in Class One shall end at the annual meeting of the Board in 2017, the initial term of Directors serving in Class Two shall end at the annual meeting of the Board in 2018, and the initial term of Directors serving in Class Three shall end at the annual meeting of the Board in 2019. Thereafter, the number of Directors in each class shall be maintained as evenly divided among the classes as possible.

4.6 Term of Office. Unless a Director dies, resigns or is removed, he or she shall hold office for the entire initial term, and thereafter for a regular term of three (3) years. Directors

maybe elected for successive terms, subject to this Section 4.6 and subject to any restrictions or limitations adopted by resolution of the Board regarding the number of consecutive terms a Director may serve. Once a Director serves three (3) consecutive full terms, which may include an initial term of more than three years pursuant to Section 4.5, he or she will not be eligible to serve on the Board for a period of one (1) year from the last day of his or her third full term.

4.7 Regular and Annual Meetings. Regular meetings of the Board will be held at least each calendar quarter and one of the regular meetings of the Board, typically in May of each year, shall be the annual meeting. By resolution, the Board may specify the date, time and place for the holding of regular meetings and the annual meeting without other notice than such resolution. In the absence of such resolution, notice of the time and place of each regular meeting shall be given to a Director not less than fourteen (14) days before the scheduled date of the meeting. Notice of a regular meeting will be deemed to be given if (i) delivered personally by hand, by courier or by telephone; (ii) sent by United States first-class .mail, postage prepaid; (iii) sent by facsimile; or (iv) sent by electronic transmission, directed to each Director at that Director's address, telephone number, facsimile number or electronic mail address, as the case may be, as shown on the Corporation's records. If the Board does not specify a date, time and place for the holding of the annual meeting, the annual meeting shall be held at noon on the third Thursday in May of each year.

4.8 Special Meetings; Notice. 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 Chair, the Secretary, or any two Directors, or, in the case of a committee meeting, by the chairperson 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. Notice of the time and place of special Board or committee meetings shall be: (i) delivered personally by hand, by courier or by telephone; (ii) sent by United States first-class mail, postage prepaid; (iii) sent by facsimile; or (iv) sent by electronic transmission, directed to each Director at that Director's address, telephone number, facsimile number or electronic mail address, as the case may be, as shown on the Corporation's records. If the notice is given in the manner described in (i), (iii), or (iv) above, it shall be delivered or sent at least forty-eight (48) hours before the time of the holding of the meeting. If the notice is sent by United States mail, it shall be deposited in the United States mail at least four (4) days before the time of the holding of the meeting.

4.9 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 so long as 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.

4.10 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.

#### 4.11 Waiver of Notice.

(a) *In Writing.* 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 writing signed by 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.

(b) *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.

4.12 Quorum. A majority of the number of Directors then in office will 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.

4.13 Manner of Acting. The act of a 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. The Directors present at a meeting will attempt to reach consensus before taking a vote.

4.14 Presumption of Assent. A Director 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 within one (1) business day 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.

4.15 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 written consent setting forth the action so taken is signed by each of the Directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

4.16 Resignation. Any Director may resign at any time by delivering written notice to the Chair 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.

4.17 Removal. At a meeting of the Board called expressly for that purpose, one or more Directors may be removed from office, with or without cause, by two-thirds (2/3) of the votes cast by Directors then in office.

4.18 Vacancies. A vacancy occurring in the Board and any directorship to be filled by

reason of an increase in the authorized number of Directors may be filled by the affirmative vote of a majority of the remaining Directors, even though less than a quorum of the Board is present. A Director elected to fill a position created by reason of an increase in the authorized number of Directors shall serve for the remainder of the term of Directors in the Class. A Director elected to fill a vacancy shall serve the remainder of the term of the Director whose position was vacated.

4.19 Advisory Board. The Board may establish an Advisory Board for the Corporation and appoint members of the Advisory Board, for annual terms, to further the purposes of the Corporation. Advisory Directors may attend and participate in meetings of the Board of Directors but may not vote.

#### 4.20 Board Committees

(a) *Standing or Temporary Committee*. 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. 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; 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; (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee; or (i) establish bank accounts or otherwise conducting any type of banking or financial transactions. 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.

(b) Resignation. Any member of any committee may resign at any time by delivering written notice thereof to the Chair, the Secretary, or the chairperson 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

(c) 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.

(d) Term. Unless a committee member dies, resigns or is removed, he or she shall hold office for a term of one (1) year. Committee members may be elected for successive terms, subject to any restrictions or limitations adopted by resolution of the Board regarding the number of consecutive terms a committee member may serve.

4.21 Compensation. The Directors shall receive no compensation for their service as Directors but may receive reimbursement for expenditures incurred on behalf of the Corporation and other expenses related to their duties as Directors, provided that the Board approves such reimbursements. Nothing in this Section 4.20 shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

## ARTICLE 5. CHAIR AND OFFICERS

5.1 Number and Qualifications. There shall be a single member of the Board designated as Chair of the Board who will preside over, or cause to be presided over, the meetings of the Board and perform all duties assigned to him or her by the Board from time to time. The officers of the Corporation shall be the Chair, a Secretary, and a Treasurer. Other officers, including a Chair-Elect, Past Chair and assistant officers may be appointed by the Board, and such officers and assistant officers will 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 Chair and Secretary. Qualifications of the specific offices are as set forth in Sections 5.7 through 5.10 below.

5.2 Election and Term of Office. The Chair and other officers shall be elected by the Board. The Chair, the Secretary and Treasurer will each serve a regular term of two (2) years. Any Chair-Elect will serve a term of one year concurrent with the final year of the Chair's term, and any Past Chair will serve a term of one year immediately following the completion of his or her term as Chair. Unless the Chair or other officer dies, resigns, or is removed from office, he or she will hold office until his or her successor is appointed.

5.3 Resignation. Any officer may resign at any time by delivering written notice to the Chair, 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.

5.4 Removal. Any officer or agent elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

5.5 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.

5.6 Compensation. Officers of the Corporation who are not Directors may receive compensation from the Corporation for services rendered, provided such compensation is approved by the Board.

5.7 Chair. The Chair will prepare the agenda for the meetings of the Board and preside over, or cause to be presided over, the meetings of the Board. The Chair shall serve as a representative of the Corporation in matters and dealings concerning the NACD. The Chair 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 Chair will perform all duties incident to the office of Chair and such other duties as are assigned to him or her by the Board from time to time.

5.8 Chair-Elect. In the event of the death of the Chair or his or her inability to act, the Chair-Elect (or if there is no Chair-Elect currently in office, then the Past Chair, and if there is no Past Chair currently in office then a Director elected by the Board) shall perform the duties of the Chair, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the Chair. The Chair-Elect will have, to the extent authorized by the Chair or the Board, the same powers as the Chair to sign deeds, mortgages, bonds, contracts or other instruments. The Chair-Elect will perform such other duties as from time to time may be assigned to him or her by the Chair or the Board.

5.9 Past Chair. The Past Chair will act as an advisor to the Chair and will perform such other duties as from time to time may be assigned to him or her by the Chair or Board.

5.10 Secretary. The Secretary will: (a) take, or cause to be taken, the minutes of meetings of the Board, and minutes that may be maintained by committees of the Board; (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 and class, if applicable, of each member and Director and of the name and post office address of each officer; (e) sign with the Chair, or other officer authorized by the Chair or the Board, deeds, mortgages, bonds, contracts, or other instruments; and (f) 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 Chair or the Board.

5.11 Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Treasurer shall send or cause to be given to the Directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any Director at all reasonable times.

The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate, shall receive and give or cause to be received and given receipts for moneys due and payable to the Corporation from any source whatsoever, shall disburse the Corporation's funds as the Board may order, shall render to the Chair and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the Corporation and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Chair or the Board.

## ARTICLE 6. ADMINISTRATIVE PROVISIONS

6.1 Books and Records. The Corporation will keep at its principal or registered office copies of, and may establish and maintain an online repository for electronic copies of, its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board, and any minutes that maybe maintained by committees of the Board; records of the name and address and class, if applicable, of each member and Director, and of the name and post office address of each officer; and such other records as may be necessary or advisable. All books and records of the Corporation shall be open at any reasonable time to inspection by any member of three months standing or to a representative of more than five percent of the membership. The online repository of electronic records shall be secured with adequate electronic security safeguards, and with password protection shall be available to any member of the Board of Directors.

6.2 Annual Report. An annual report shall be delivered to the Washington Secretary of State between the first day of January and the first day of March of each year, or on an annual or biennial renewal date as the Secretary of State may establish. The annual report shall contain in reasonable detail any information required by Section 24.03.395 of the WNCA, or any successor provision.

6.3 Fiscal Year. The fiscal year of the Corporation shall be July 1 until June 30.

## ARTICLE 7. CONTRACTS, CHECKS AND GIFTS

7.1 Contracts. The Board, except as otherwise provided in these Bylaws, may authorize any officer or officers, or any agent or agents, to enter into any contract or execute any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board, no officer, agent or employee 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 for any purpose in any amount.

7.2 Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Corporation shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer or an assistant treasurer and countersigned by the Chair, Chair-Elect or Past Chair of the Corporation.

7.3 Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any specific purpose of the Corporation.

## ARTICLE 8.

8.1 Notice by Electronic Transmission. Without limiting the manner by which notice otherwise may be given effectively to Directors of the Corporation pursuant to the WNCA, the Articles of Incorporation, or these Bylaws, any notice to Directors given by the Corporation under the WNCA, the Articles of Incorporation, or these Bylaws shall be effective if provided in an electronic transmission and electronically transmitted to a Director who has consented, in

the form of a record, to receive electronically transmitted notices and designated in the consent the address, location, or system to which such notices may be electronically transmitted. Any such consent shall be revocable by the Director by delivery of a revocation to the Corporation in the form of a record. In addition, any such consent shall be deemed revoked if:

(a) the Corporation is unable to electronically transmit two consecutive notices given by the Corporation in accordance with the consent; and

(b) such inability becomes known to the Secretary of the Corporation, a member of the staff, or any other person responsible for giving the notice.

The inadvertent failure of the Corporation to treat such inability as a revocation shall not invalidate any meeting or other action.

Any notice given by electronic transmission, if in comprehensible form, shall be deemed given:

(a) if electronically transmitted to an address, location, or system designated by the Director for that purpose; or

(b) if posted on an electronic network and a separate record of the posting has been delivered to the Director together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

## 8.2 Definitions.

(a) "Electronic transmission" means an electronic communication (i) not directly involving the physical transfer of a record in a tangible medium, (ii) that may be retained, retrieved and reviewed by the sender and the recipient thereof, and (iii) that may be directly reproduced in a tangible medium by such a sender and recipient.

(b) "Electronically transmitted" means the initiation of an electronic transmission.

(c) "Record" means information inscribed on a tangible medium or contained in an electronic transmission.

(d) "Tangible medium" means a writing, copy of a writing, or facsimile, or a physical reproduction, each on paper or on other tangible material.

## ARTICLE 9. AMENDMENTS

These Bylaws may be amended, altered or repealed by vote of a majority of the Directors then in office at any properly constituted meeting authorized in Article 4, or by unanimous written consent in accordance with Section. 4.15.

CERTIFICATE OF ADOPTION OF BYLAWS  
OF  
NORTHWEST CHAPTER,  
NATIONAL ASSOCIATION OF CORPORATE DIRECTORS

Certificate by Secretary of Bylaws

The undersigned hereby certifies that she/he is the duly elected, qualified and acting Secretary of Northwest Chapter, National Association of Corporate Directors and that the foregoing Bylaws, comprising \_\_\_ ( ) pages, are the true and correct Bylaws of the corporation, as adopted by the Board of Directors on \_\_\_\_\_ .

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Date