

**FIRST AMENDED AND RESTATED
BYLAWS
OF THE LOCHLEVEN COMMUNITY ASSOCIATION**

**ARTICLE I
AUTHORITY**

1.1 The Lochleven Community Association (the "Association") is governed by the Washington Nonprofit Corporation Act, RCW Chapter 24.03A (the "Act").

1.2 Except where these Bylaws provide otherwise as permitted by the Act, these Bylaws are governed by the Act.

1.3 In the event the Act is amended after the adoption of these First Amended and Restated Bylaws, these First Amended and Restated Bylaws shall be deemed amended to the extent they do not comply with the Act.

**ARTICLE II
OFFICES**

2.1 The principal office of the Association shall be located at its principal place of business or such other place as the Board of Directors (collectively, the "Board", individually a "Director") may designate in the First Amended and Restated Articles of the Association ("Articles").

2.2 The Association may have such other offices within the State of Washington as the Board may designate or as the business of the Association may require from time to time.

**ARTICLE III
MEMBERSHIP CATEGORIES**

3.1 The Association shall have two categories of membership as provided in the Articles: Lochleven Members and Lochleven Associate Members, collectively herein "members."

3.2 Additional categories of membership, the manner of election or appointment of each category of membership, and the qualifications and rights of each category of membership may be established by amendment to the Articles.

**ARTICLE IV
QUALIFICATIONS FOR MEMBERSHIP**

4.1 In order to become a Lochleven Member or a Lochleven Associate Member of the Association, a person must meet the requirements defined in the Articles, complete and submit

the then-current Application to Join provided by the Association, have the application determined by the Board to be compliant with the requirements, and pay the dues set for that Membership Year.

4.2 In order to exercise any rights of members, the member must be in good standing.

4.3 To be in good standing, a member must be in compliance with the Articles and Bylaws and current in payment of dues.

ARTICLE V DUES

5.1 A Membership Year is from July 1 to June 30 of the following year.

5.2 Dues for all members shall continue to be \$25 per Membership Year unless or until changed as per the procedure set forth below.

5.3 Dues for any Membership Year beginning July 1, 2023 or later may be changed during the preceding Membership Year when such a proposal is presented by the Board and approved by a majority vote of all members entitled to vote (e.g., approval on or before June 30, 2023 for a change effective for the Membership Year from July 1, 2023-June 30, 2024). This procedure may be implemented without amendment to the Bylaws.

5.4 Lochleven Associate Member dues may be set at a lower rate than that for Lochleven Members.

5.5 Dues for each Membership Year beginning July 1, 2023 and later are due and payable in July of that Membership Year.

5.6 Dues paid by members who join the Association for less than a full Membership Year shall not be pro-rated.

5.7 Dues may be paid only by cash, check, credit/debit card or other manner as determined by the Board.

ARTICLE VI RIGHTS

6.1 Lochleven Members have the right to vote at all elections and on all issues for which they are entitled to vote.

6.2 Lochleven Associate Members have the right to vote on changes to Association dues and on dissolution of the Association.

6.3 No member has the right to transfer a membership or any right arising therefrom.

6.4 No member has the right to vote by proxy.

6.5 Each Lochleven Member is entitled to one vote per residence per issue to be cast by the then-current Designated Member of the residence.

6.5.1 The manner of determining the Designated Member for a residence will be determined by those appearing on the title or lease agreement or as agreed by the residents of the residence. In the event there is a dispute regarding which person in a residence is the Designated Member, the Board is authorized to resolve the dispute in a reasonable manner and to identify the Designated Member for that residence. The Board's decision shall be communicated to the residents of the impacted residence, and the Board's decision shall be final and non-appealable.

ARTICLE VII MEMBER MEETINGS

7.1 Annual Meeting

7.1.1 The annual meeting of the members of the Association shall be held between May 15 and June 30 of each year at a date and time established by the Board for the purpose of electing Directors and transacting such other business as may properly be conducted at the annual meeting.

7.1.2 If the annual meeting cannot be held on the date designated by the Board, the Board shall cause the meeting to be held as soon thereafter as practicable.

7.1.3 The notice for the annual meeting shall include an invitation for members to submit materials as defined by the Board to become candidates for Directors of the Association.

7.2 **Special Meetings.** The President, the Board, or not less than 20% of the members entitled to vote at such meeting, may call special meetings of the members for any purpose.

7.3 **Place of Meetings.** All meetings of members shall be held in person or via communications technology as defined in Section 7.9.1. If the meeting is held in person, it shall be held within the city of Bellevue as designated by the Board or by the members who called a special meeting.

7.4 Notice of Meetings

7.4.1 Notice of any meeting of the Association or the Board shall be given by email to the members' email addresses on file with the Association on the Record Date.

7.4.2 All notices required by law and these Bylaws shall be deemed delivered when the notice is sent to the members' respective email addresses on file with the Association as of the Record Date.

7.4.3 The President or the Secretary, shall cause notice to be delivered to each member not fewer than 10 nor more than 50 days before the meeting, written notice stating the place or online details, date and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. "Written" notice as used in the Bylaws includes notice by email.

7.4.4 For a Special Meeting called under section 7.2 of these Bylaws, it shall be the duty of the Secretary to give notice of a special meeting of members to be held at such date, time and place as the Secretary may fix, not fewer than 10 nor more than 35 days after receipt of such written request, and if the Secretary or other board member acting on behalf of the Board shall neglect or refuse to issue such notice in a timely manner, the person or persons making the request may do so and may fix the date, time and place for such meeting.

7.5 **Waiver of Notice.** 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 writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to having received timely notice.

7.6 **Quorum**

7.6.1 A quorum shall exist when the lesser of 20% of the members entitled to vote on one or more of the issues or 10 members entitled to vote on one or more of the issues to be presented at the meeting are present at the meeting in the manner it is to be held.

7.6.2 If less than a quorum of the members qualified and entitled to vote are in attendance at a meeting, a majority of the members qualified and entitled to vote may recess or adjourn the meeting to another time or date without further notice. 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 to the members entitled to vote at least twenty-four hours before the reconvened meeting.

7.7 **Manner of Acting.** A majority of the votes entitled to be cast by members qualified and entitled to vote, represented at a meeting in the manner the meeting is held at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by applicable Washington law, the Articles or these Bylaws.

7.8 **Action by Members Without a Meeting by Unanimous Written Consent of Members Entitled to Vote**

7.8.1 Any action which could be taken at a meeting of the members qualified and entitled to vote may be taken without a meeting if a written consent setting forth the action so taken is signed by all members qualified and entitled to vote with respect to the subject matter thereof. Such written consents may be executed 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 minutes as if it were the minutes of a meeting of the members.

7.8.2 For purposes of these Bylaws, “executed” means: (a) writing that is signed; or (b) an email transmission that is sent with sufficient information to determine the sender’s identity and position on the subject matter.

7.9 **Participation in Meetings by Telephone and Video Conference**

7.9.1 Members of the Association may participate in a meeting of members by means of a conference telephone, video conference, or similar electronic communications equipment by means of which members not physically present can participate in the meeting substantially concurrently, vote on matters submitted to the members, pose questions, and make comments.

7.8.2 Participation by such means shall constitute presence in person at a meeting.

ARTICLE VIII BOARD OF DIRECTORS

8.1 **General Powers.** The affairs of the Association shall be managed by a Board of Directors.

8.1.1 **Statements on Behalf of the Association.** Neither the Board nor any Officer nor any Director may represent positions on behalf of the Association without prior polling of the members in which at least two-thirds of the members responding to the poll agreed with the position to be stated by the Board, Officer, or Director and a minimum of 50% of members responded to the poll.

8.1.1.1 Members shall have a minimum of 72 hours to respond to any poll given for such purposes. The Board may shorten the 72 hour response period for time-sensitive matters.

8.1.1.2 Polls shall be conducted electronically, and members shall be notified of such polls through email to the members' respective email addresses on file with the Association.

8.1.2 **Spending Authority.** The Board shall have authority to spend Association funds of less than \$250 subject to a majority vote of the Board. The Board shall have authority to spend Association Funds of \$250 to \$1000 subject to a unanimous vote of the Board. Any

proposed expenditure of more than \$1000 must be approved by a majority of the votes of the Members present at a meeting at which a quorum is present.

8.1.3 Member Directory/List. The Board shall maintain a list of all Lochleven Members and Lochleven Associate Members in good standing, and their respective names, phone numbers, email addresses, and residential addresses.

8.1.3.1 The list of members' email addresses is available to members, upon request solely for non-commercial usage that is consistent with the purposes of the Association. Members shall not distribute the list to non-members.

8.1.3.2 The list of members' physical addresses shall be provided only as required by RCW 24.03A.405 or any amendment to the Act that supersedes RCW 24.03A.405. If a member whose identity is protected under RCW 40.24 requests to have their personal information excluded, the Board shall exclude the protected information from any such responses.

8.2 Qualifications for Directors. Directors shall be duly qualified Lochleven Members of the Association as defined by the Articles.

8.3 Number of Directors

8.3.1 The Board shall consist of not fewer than three nor more than seven Directors.

8.3.2 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.

8.4 Term of Office for Directors. Directors shall nominally be elected to serve two-year terms beginning July 1 of the year of the election and ending on June 30 at the end of their terms. Director positions shall be staggered such that three Directors are elected to two-year terms in odd years and four Directors are elected to two-year terms in even years.

8.4.1 Directors who are elected in 2023 and then selected by the Board to serve one-year terms shall serve from July 1, 2023 to June 30, 2024.

8.5 Election of Directors. Directors shall be elected at the Annual Meeting and as provided in these Bylaws.

8.5.1 The Board will make available to members the requirements for Candidate Submissions. Members who want to be candidates for Director positions shall submit their Candidate Submissions to the Board in writing including biographical information, position statements, and whatever additional information as required by the Board ("Compliant Candidate Submission"), according to a schedule determined by the Board.

8.5.2 The Board shall circulate to all members all Compliant Candidate Submissions verbatim, in their entirety, no fewer than 10 days prior to the Annual Meeting.

8.5.3 Lochleven Members may cast zero or one vote for each Candidate, with the maximum total votes limited to the number of open Director positions (e.g., if there are 4 candidates for 3 positions, the Lochleven Member shall cast a maximum of 1 vote for any candidate and a maximum of 3 votes overall).

8.5.4 Directors shall be elected by a plurality of the votes cast by the members entitled to vote in the election (e.g., if there are 4 candidates for 3 positions, the 3 candidates who receive the highest numbers of votes will be elected; if there are 2 candidates for 3 positions, both candidates will be elected as long as each receives at least 1 vote).

8.5.5 In the event that a Director position that was filled or could have been filled in the prior year's election becomes vacant or remains vacant at the time of the election ("Vacant Two-Year Term"), the remaining year of that seat shall be added to those open for the election.

8.5.6 Effective with the 2023 election, the newly-elected Directors shall identify which Directors will serve the remaining year of each Vacant Two-Year Term and which will serve two-year terms such that no more than three Directors shall serve two-year terms and no more than four Directors shall serve the remaining years of Vacant Two-Year Terms in odd years; and no more than four Directors shall serve two-year terms and no more than three Directors shall serve the remaining years of Vacant Two-Year Terms in even years.

8.5.7 The manner of identifying Directors to serve two-year terms, remaining years of Vacant Two-Year Terms, and, for the 2023 election, one-year terms, shall be determined by the newly-elected Board.

8.5.8 Effective upon the election of directors in 2023, in the event of a tie vote for open positions in which seating the two-or-more tied candidates would result in more Directors being seated than open Director positions for that election, those candidates shall be asked to resolve the tie themselves. If the candidates who tied cannot resolve the tie themselves, the matter shall be resolved by the Election Committee drawing candidate names at random.

8.6 Replacement and Successor Directors

8.6.1 **Replacement Directors.** If one or more Directors resigns, is removed, or is no longer qualified as a member of the Association, the Directors may, but are not required to, appoint by majority vote a replacement Director for each vacated Director position. If failing to appoint one or more replacement Directors would result in fewer than three Directors, the Directors shall appoint a number of Directors sufficient to constitute a Board with at least three Directors. The term of each replacement Director shall expire at the end of the unexpired term of the Director that was replaced.

8.6.2 **Successor Directors.** Except as provided for replacement Directors, Directors for vacant positions shall be filled by election each year at the annual meeting of members as provided in these Bylaws.

8.7 **Annual Meeting of the Board of Directors.** The annual meeting of the Board shall be held without notice immediately following the annual meeting of members for the purposes of determining which candidates were elected for the next term, and transacting such other business as may properly be conducted at the meeting.

The annual meeting of the Board shall be held at the same place as the annual meeting of the members in an executive session, or at such other place that day as is agreed upon by a majority of the outgoing and incoming directors so long as all can attend in some manner.

8.9 **Regular Board Meetings**

8.9.1 By resolution, the Board may specify the date, time and place for the holding of regular meetings of the Board without other notice than such resolution.

8.9.2 Regular Board Meetings shall be closed unless otherwise determined by a majority vote of the Directors for the next Regular Board Meeting.

8.9.3 When practicable under the circumstances, the Board may publish on the website of the Association notice and the purpose of Regular Board Meetings.

8.10 **Special Board Meetings**

8.10.1 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 Directors, or, in the case of a committee meeting, by the chair of the committee.

8.10.2 Special Board meetings shall be closed unless otherwise determined by a majority vote of the Directors for the next Special Board Meeting.

8.10.3 When practicable under the circumstances, the Board may publish on the website of the Association notice and the purpose of Special Board Meetings.

8.11 **Meetings by Telephone/Video Conference.** Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee in person or by means of a conference telephone, video conference, or similar electronic communications equipment by means of which members not physically present can participate in the meeting substantially concurrently, vote on matters submitted to the members, pose questions, and make comments.

8.11.1 Participation by one or more of the designated means shall constitute presence in person at a meeting.

8.12 **Place of Meetings.** All meetings shall be held in person by telephone, video conference, at the principal office of the Association, or at such other place in the City of Bellevue as may be designated by the Board or by any persons entitled to call a meeting.

8.13 **Notice of Special Meetings.** Notice of special Board or committee meetings shall be given to a Director in the manner stated in these Bylaws.

8.14 **Waiver of Notice**

8.14.1 **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 having received timely 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.

8.14.2 **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 on the grounds that the meeting is not lawfully called or convened.

8.15 **Quorum.** A majority of the number of Directors in office 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.

8.16 **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. Proxy votes shall not be used.

8.17 **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 Association 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.

8.18 **Action by Board Without a Meeting by Unanimous Written Consent of the Directors**

8.18.1 Any action which 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 executed by each of the Directors entitled to vote. Such unanimous written consents shall be memorialized in an email in which each Director consents to the action. Such unanimous written consent 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.

8.18.2 For purposes of these Bylaws, "executed" means: (a) writing that is signed; or (b) an email transmission that is sent with sufficient information to determine the sender's identity. Any such written consent shall be inserted in the minutes of the next Board Meeting as if it were the minutes of a Board meeting.

8.18.3 For purposes of this Section 8.14.6 only, "each director entitled to vote" does not include an "interested director" who abstains in writing from providing consent, where the Board has determined that:

- (i) The Association is entering into the transaction for its own benefit; and
- (ii) The transaction is fair and reasonable to the Association when it enters into the transaction or the noninterested directors determine in good faith after reasonable investigation that the Association cannot obtain a more advantageous arrangement with reasonable effort under the circumstances, at or before execution of the written consent; and
- (iii) Such determination is included in the written consent or in other records of the Association.

8.19 **Resignation.** Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the Association, 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.

8.20 **Removal**

8.20.1 A Director shall be deemed to have resigned as a Director if he or she fails to attend three consecutive, previously scheduled, and properly noticed meetings of the Directors, unless the Director has been excused by a majority of the other Directors.

8.20.2 At a meeting of members called expressly for that purpose, one or more Directors (including the entire Board) may be removed from their Directorships, with or without cause, by two-thirds of the votes cast by members then entitled to vote on the election of Directors at a meeting of members at which a quorum is present.

8.21 **Vacancies**

8.21.1 If a vacancy causes there to be fewer than three Directors, the remaining Director(s) shall appoint a new Director for each position by unanimous vote. If a vacancy causes there to be an even number of Directors members in excess of three, the Directors may but are not required to appoint a replacement Director by unanimous vote.

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

8.22 **Board 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. Such Board committees shall have and exercise the authority of the Directors in the management of the Association, subject to such limitations as may be prescribed by the Board; provided that no committee shall have the authority to:

8.22.1 amend, alter or repeal these Bylaws;

8.22.2 elect, appoint or remove any member of any other committee or any Director or officer of the Association;

8.22.3 amend the Articles;

8.22.4 adopt a plan of merger or consolidation with another Association;

8.22.5 authorize the sale, lease or exchange of all or substantially all of the property and assets of the Association not in the ordinary course of business;

8.22.6 authorize the voluntary dissolution of the Association or revoke proceedings therefor;

8.22.7 adopt a plan for the distribution of the assets of the Association; or

8.22.8 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.

8.22.9 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.

8.23 **Advisory Committees**

8.23.1 The Board may designate and appoint one or more advisory committees to give advice and counsel to the Board.

8.23.2 The Board shall establish the charges and tasks for such committees and appoint their chairs and members.

8.24 **Election Committees for Board Elections.** The Board shall select and appoint three members who are not Board Members or running for a Board seat to count the votes for elections of the Board and determine the results of the election. The election committee shall report the results to the Board immediately following the annual membership meeting.

8.25 **Board and Advisory Committees; Quorum; Manner of Acting.** A majority of the number of members of 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.

8.26 **Board and Advisory Committees; Resignation.** Any member of any committee may resign at any time by delivering notice thereof to the President, 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.

8.27 **Board and Advisory Committees; 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.

8.28 **Compensation.** The Directors shall receive no compensation for their service as Directors but may receive reimbursement for expenditures properly incurred on behalf of the Association.

ARTICLE IX OFFICERS

9.1 Number and Qualifications

9.1.1 The officers of the Association shall consist of a President, one or more Vice Presidents, 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 for terms determined by the Board. They shall have such authority and perform such duties as may be determined by resolution of the Board.

9.1.2 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.

9.2 **Election and Term of Office.** The officers of the Association shall be elected each year by the Board at the first board meeting after the election. Unless an officer dies, resigns, or is removed from office, he or she shall hold office for the July 1 to June 30 term to which he or she was elected.

9.3 Resignation

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

9.3.2 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.

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

9.5 **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.

9.6 **President**

9.6.1 The President shall, subject to the Board's control, supervision and oversight of all of the assets, business and affairs of the Association.

9.6.2 The President shall preside over meetings of the members and the Board in which he or she attends

9.6.3 To the extent permitted by the articles and bylaws, the President may sign 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 Association or are required by law to be otherwise signed or executed by some other officer or in some other manner.

9.6.4 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.

9.10 **Vice Presidents**

9.10.1 In the event of the death of the President or his or her inability to act, the Vice President (or if there is more than one Vice President, the Vice President who was designated by the Board as the successor to the President, or if no Vice President is so designated, the Vice President whose name first appears in the Board resolution electing officers) 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.

9.10.2 Vice Presidents 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.

9.10.3 Vice Presidents shall perform such other duties as from time to time may be assigned to them by the President or the Board.

9.11 **Secretary.** The Secretary shall:

9.11.1 keep the minutes of meetings of the members and the Board, and minutes which may be maintained by committees of the Board;

9.11.2 see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

9.11.3 be custodian of the corporate records of the Association;

9.11.4 keep records of the post office and email address of each member and Director and of the name and post office and email address of each officer; and

9.11.5 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.

9.12 **Treasurer.** The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for moneys due and payable to the Association from any source whatsoever; deposit or ensure the deposit of all such moneys in the name of the Association in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; provide financial reports to the Board at its meetings and on request; 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 President or the Board.

ARTICLE X ADMINISTRATIVE PROVISIONS

10.1 **Loans.** No loans shall be made or contracted on behalf of the Association.

10.2 **Loans or Extensions of Credit to Officers and Directors.** No loans shall be made and no credit shall be extended by the Association to its officers or Directors.

10.3 **Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, or agent or agents, of the Association and in such manner as is from time to time determined by resolution of the Board.

10.4 **Books and Records.** The Association shall keep at its principal or registered office copies of

10.4.1 its current Articles of Incorporation and Bylaws;

10.4.2 correct and adequate records of accounts and finances;

10.4.3 minutes of the proceedings of its members and Board, and any minutes which may be maintained by committees of the Board;

10.4.4 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

10.4.5 such other records as may be necessary or advisable.

10.4.6 A member may inspect and copy, during regular business hours at a reasonable location specified by the Association, any of the records the Association is required to maintain under RCW 24.03A.210(2), if the member delivers to the corporation an executed notice in the form of a record at least five business days before the date on which the member wishes to inspect and copy the records, except as restricted by RCW 40.24.

10.5 **Accounting Year.** The accounting year of the Association shall be the twelve months from July 1 to the following June 30.

10.6 **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 or any resolution of the Board.

10.7 **Prohibited Activities.** The Association shall not have the power to do any of the following from [RCW 24.03A.140](#):

10.7.1 Purchase, receive, lease, or otherwise acquire, and own, and hold real property;

10.7.2 Purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of, and deal in and with shares or other interests in, or obligations of, any other entity;

10.7.3 Lend money;

10.7.4 Be a promoter, partner, shareholder, member, trustee, associate, or manager of any partnership, joint venture, trust, or other similar entity that would subject the Association to control by the entity or otherwise circumvent the Association's authority under its Articles or Bylaws;

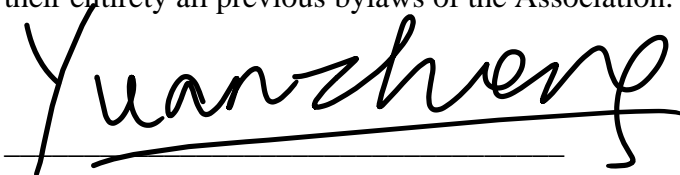
10.7.6 Pay pensions and establish pension plans, pension trusts, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents;

10.7.7 Do any acts that are inconsistent with law, that do not further the purposes, activities, and affairs of the Association, or that will jeopardize the 501(C)(3) non-profit status of the Association.

**ARTICLE XI
AMENDMENTS TO THE BYLAWS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted, after due notice as provided in RCW 24.03A.695, upon receiving a vote of at least two-thirds of the votes of the Members present at a meeting at which a quorum is present.

The foregoing Bylaws were based on the April 4th, 2023 vote of the members and adopted by the Board of Directors by the vote of a majority of the Directors in office at a meeting of the Board held on March 22nd, 2023. These First Amended and Restated Bylaws supersede and replace in their entirety all previous bylaws of the Association.

A handwritten signature in black ink, appearing to read "Yuanzheng", written over a horizontal line.

Yuan Zheng, Secretary