

**BY-LAWS**  
**OF**  
**ORIGINAL CIRCLES**

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**ARTICLE 1**

**OFFICES**

The principal offices of the nonprofit corporation in the State of Washington shall be located in the City of Enumclaw and County of King where the principal business of the nonprofit corporation is conducted. The nonprofit corporation may have such other offices, either within or without the State of Washington as the Board of Directors may designate or as the business of the nonprofit corporation may require from time to time.

The registered office of the nonprofit corporation required by the Washington Nonprofit Corporations Act to be maintained in the State of Washington may be, but need not be, identical with the principal office in the State of Washington, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE II**

**MEMBERS**

Section 1. **Annual Meeting.** The annual meeting of the members shall be held on the second Friday of the second month in each year, beginning with the year following incorporation at the hour of 12 o'clock noon, for the purposes of electing directors and the transaction of such other business as may come before the meeting. If the day fixed

for the annual meeting shall be a legal holiday in the State of Washington, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein or at any annual meeting of the members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

Members of the nonprofit corporation may participate in a meeting by conference telephone or similar communications equipment so that all persons participating in the meeting can hear each other at the same time. The cost and logistical implementation of said telephonic presence shall be borne by and the responsibility of the member seeking to utilize this method of attendance. Participation by this method constitutes presence in person at a meeting.

Section 2. **Special Meetings.** Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or other officers or by the Board of Directors, and shall be called by the President at the request of the holders of not less than one-tenth (1/10) of all outstanding membership of the nonprofit corporation entitled to vote at the meeting.

Special meetings of the Board of Directors may be called by the President or any director on twenty-four (24) hours notice given personally, by telephone, telegraph, or on four (4) days notice by mail. Special meetings shall be held at the place fixed by the Board of Directors for the holding of meetings, or, if no such place has been fixed, at the principal business office of the nonprofit corporation.

Section 3. **Place of Meeting.** The Board of Directors may designate any place, either within or without the State of Washington, as the place for any annual meeting, or for any

special meeting called by the Board of Directors. A waiver of notice signed by all members entitled to vote at a meeting may designate any place, either within or without the State of Washington, as the place for the holding of such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the nonprofit corporation in the State of Washington.

Section 4. **Notice of Regular 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 the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting, to each member entitled to vote at such meeting. Notice of regular meetings other than annual shall be made by providing each member with the adopted schedule of regular meetings for the ensuing year at any time after the annual meeting and ten days prior to the next succeeding regular meeting and at any time when requested by a member or by such other notice as may be prescribed by the bylaws.

If notice is provided in a tangible medium, it may be transmitted by: mail, private carrier, or personal delivery; telegraph or teletype; or telephone, wire, or wireless equipment that transmits a facsimile of the notice. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the nonprofit corporation, with postage thereon prepaid. Other forms of notice in a tangible medium described in this subsection are effective when received.

If notice is provided in an electronic transmission, it must satisfy the requirements of RCW 24.03.009.

Section 5. **Waiver of Notice.** Notice of the time, place, and purpose of any meeting may be waived in writing (either before or after such meeting) and will be waived by any member by his or her attendance thereat in person or by proxy, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting. Any member so waiving shall be bound by the proceedings of any such meeting in all respects as if due notice thereof had been given.

Section 6. **Quorum and Adjourned Meetings.** A majority of the membership of the nonprofit corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of members. If a quorum of members are not represented, in person or by proxy, they may adjourn until such future time as agreed upon by them and notice of the adjournment shall be mailed, postage prepaid, to each member of record at least 10 days before the members meeting and/or any adjournment. A majority of the members represented at a meeting, even if less than a quorum, may adjourn the meeting from time to time without further notice. The members present at a duly organized meeting may continue to transact business at such meeting and at any adjournment of such meeting (unless a new record date is or must be set for the adjourned meeting), notwithstanding the withdrawal of enough members from either meeting to leave less than a quorum.

Section 7. **Proxies.** At all meetings of members, a member may vote in person or by proxy, executed in writing by the member or his/her duly authorized attorney in fact. Such proxy shall be filed with the Secretary of the nonprofit corporation before or at the

time of the meeting. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Section 8. **Voting of Members.** The right of the members, or any class or classes of members, to vote may be limited, enlarged, or denied to the extent specified in the articles or incorporation or the bylaws. Unless so limited, enlarged or denied, each member, regardless of class, shall be entitled to one vote on each matter submitted to a vote of the members.

Section 10. **Voting Record.** After fixing a record date for a member's meeting, the nonprofit corporation shall prepare an alphabetical list of the names of all members on the record date who are entitled to notice of the member's meeting. The list shall be arranged by voting group, and if applicable within each voting group by class of membership, and show the address of each member. A member, member's agent, or a member's attorney may inspect the member's list, beginning ten (10) days prior to the member's meeting and continuing through the meeting, at the nonprofit corporation's principal office or at a place identified in the meeting notice in the city where the meeting will be held during regular business hours and at the member's expense. The member's list shall be kept open for inspection during such meeting or any adjournment.

Section 11. **Record Date.** For the purpose of determining members entitled to notice of or to vote at any meeting of members, or any adjournment thereof, the Board of Directors may fix in advance a record date for any such determination of members, such date to be not more than seventy (70) days prior to the date on which the particular action requiring such determination of members is to be taken. If no record date is fixed for the determination of members entitled to notice of or to vote at a meeting of members, the

day before the date on which notice of the meeting is mailed shall be the record date for such determination of members. When a determination of members entitled to vote at any meeting of members has been made as provided in this section, such determination shall apply to any adjournment thereof, unless the Board of Directors fixes a new record date, which it must do if the meeting is adjourned more than one hundred twenty (120) days after the date is fixed for the original meeting.

Section 11. **Order of Business.** The order of business at all meetings of the shareholders shall be as follows:

1. Call to order.
2. Roll call.
3. Proof of notice of meeting or waiver of notice.
4. Reading of the minutes of the preceding meeting.
5. Reports of Officers.
6. Reports of Committees.
7. Election of Officers.
8. Election of Directors.
9. Nonprofit Corporation Renewal Items
10. Unfinished business.
11. New business.
12. Reading of corporate cautions.
13. Adjournment.

Section 12. **Informal Action by Members.** Any action required to be taken at a meeting of the members, or any action which may be taken at a meeting of the members, may be taken without a meeting if a consent, in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

## ARTICLE III

### **BOARD OF DIRECTORS**

Section 1. **General Powers.** The business and affairs of the nonprofit corporation shall be generally managed and controlled by its Board of Directors who shall exercise all the powers that may be performed by the nonprofit corporation. The Directors may adopt lawful rules and regulations for the conduct of their meetings and the management of the nonprofit corporation, as they may deem proper, not inconsistent with these by-laws and the laws of the state of Washington.

Section 2. **Number, Tenure, and Qualification.** The number of directors of the nonprofit corporation shall be as fixed at the organizational meeting of members or at any other meeting which might be duly constituted for such purpose. Each director shall hold office until the next annual meeting of members and until his/her successor shall have been elected and qualified. The number of Directors may be increased or decreased from time to time by vote of the members, but shall never be less than one (1). Directors need not be residents of the State of Washington or members of the nonprofit corporation.

Section 3. **Regular Meetings.** A regular meeting of the Board of Directors shall be held, without other notice than this By-Law, immediately after or combined with, and at the same place as, the annual meeting of members. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Washington, for the holding of additional regular meetings, without other notice than such resolution.

Section 4. **Special Meetings.** Special meetings of the Board of Directors may be called at the request of the President or a majority of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place either

within or without the State of Washington, as the place for holding any special meeting of the Board of Directors called by them.

Section 5. **Notice.** Notice of any special meeting shall be given at least 24 hours previous thereto by written notice delivered personally or on four days notice if by mail, telephone or telegraph. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice of waiver of notice of such meeting.

Section 6. **Quorum.** A majority of the number of directors fixed by Section 2 of the Article III shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but, if less than such a majority is present at a meeting, a majority of the directors present may adjourn the meeting without further notice.

Section 7. **Manner of Acting** The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8. **Action Without a Meeting.** Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if a consent, in writing, setting forth the action so to be taken, shall be signed before such action by all of the directors.

Section 9. **Vacancies and Newly Created Directorships.** Newly created directorships resulting from an increase in the number of Directors and vacancies occurring in the board for any reason, except the removal of Directors without cause may be filled by a vote of a majority of the Directors then in office, regardless of whether a quorum exists. A director elected to fill a vacancy caused by resignation, death or removal shall be elected for the unexpired term of his/her predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by election by the Board of Directors for a term of office continuing only until the next election of directors by the members. Vacancies occurring by reason of the removal of Directors without cause shall be filled by vote of the members.

Section 10. **Compensation.** By resolution of the Board of Directors, each director may be paid his/her expenses, if any, of attendance at each meeting of the Board of Directors, and may be paid a stated salary as director or a fixed sum for attendance at each meeting of the Board of Directors, or both. No such payment shall preclude any director from serving the nonprofit corporation in any other capacity and receiving compensation therefore.

Section 11. **Presumption of Assent.** A director of the nonprofit corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless his/her dissent shall be entered in the minutes of the meeting, or unless he/she shall file his/her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of

the nonprofit corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to any director who voted in favor of the action.

Section 12. **Resignation.** Any director may resign at any time by delivering written notice to the Board of Directors, its chairperson, the President or the Secretary of the corporation. A resignation shall be effective when the notice is delivered unless the notice specifies a later effective date.

Section 13. **Removal of Directors.** At a meeting of members called expressly for that purpose, the entire Board of Directors, or any member thereof, may be removed, with or without cause, by a vote of a majority of members then entitled to vote at an election of such directors.

Section 14. **Committees.** The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its members one or more committees, each of which must have two or more members and, to the extent provided in such resolution, shall have and may exercise all the authority of the Board of Directors, except that no such committee shall have the authority to: approve or propose to members action that the Washington Nonprofit Corporation Act requires to be approved by members; fill vacancies on the Board of Directors or on any of its committees; amend any Articles of Incorporation not requiring member approval; adopt, amend or repeal By-Laws; set preferences and limitations of a membership class, except that the Board of Directors may authorize a committee, or a senior executive officer of the nonprofit corporation to do so within limits specifically prescribed by the Board of Directors. Each such committee shall serve at the pleasure of the board.

## ARTICLE IV

### **SPECIAL MEASURES FOR NONPROFIT CORPORATE ACTION**

Section 1. **Actions by Written Consent.** Any nonprofit corporate action required or permitted by the Articles of Incorporation, By-Laws, or the laws under which this nonprofit corporation is formed, to be voted upon or approved at a duly called meeting of the directors, committee of directors, or members may be accomplished without a meeting if one or more unanimous written consents of the respective directors or members, setting forth the actions so taken, shall be signed, either before or after the action taken, by all the directors, committee members, or members, as the case may be. Action taken by unanimous written consent of the members is effective when all consents are in possession of the corporation, unless the consent specifies a later effective date.

Section 2. **Meetings by Conference Telephone.** Members of the Board of Directors, members of a committee of directors, or members may participate in their respective meetings 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 in a meeting by such means shall constitute presence in person at such meeting.

## ARTICLE V

### **OFFICERS**

Section 1. **Number.** The officers of the nonprofit corporation shall be a President, one or more Vice-Presidents (the number thereof to be determined by the Board of Directors), a Secretary, and a Treasurer, each of whom shall be elected by the Board of

Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two (2) or more of the above offices may be held by the same person.

Section 2. **Election and Term of Office.** The officers of the nonprofit corporation to shall be elected at the annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified, or until his death, or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3. **Removal.** Any officer or agent may be removed by the members whenever, in their judgment by a majority vote of qualified members, the best interest of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. **President.** The President shall be principal executive officer of the nonprofit corporation and, subject to the Board's control, shall supervise and control all of the business and affairs of the nonprofit corporation. When present, he/she shall preside over all members' meetings unless he/she has delegated another qualified person to temporarily preside. With the Secretary or other officer of the nonprofit corporation authorized by the Board, he/she may sign deeds, mortgages bonds, contracts, or other

instruments that the Board has authorized to be executed, except when the signing and execution thereof has been expressly delegated by the Board or by these By-laws to some other officer or agent of the nonprofit corporation or is required by law to be otherwise signed or executed by some other officer or in some other manner. In general, he/she shall perform all duties incident to the Office of President and such other duties as may be prescribed by the Board from time to time.

Section 6. **Vice President.** In the absence of the President or in the event of his/her death, inability or refusal to act, the Vice President (or in the event of more than one Vice President, the Vice President who was first elected to such office) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Vice presidents shall perform such other duties as from time to time may be assigned to them by the president or by the Board.

Section 7. **The Secretary.** The Secretary shall: (a) keep the minutes of members' and Board meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the nonprofit corporate records and the seal of the nonprofit corporation and see that the seal of the nonprofit corporation is affixed to all documents, the execution of which on behalf of the nonprofit corporation under its seal is duly authorized; (d) keep a register of the post office address of each member as furnished to the Secretary by each member; 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/her by the President or by the Board.

In the absence of the President or the Vice-President or in the event of his/her death, inability or refusal to act, the Secretary shall perform the duties of the President, and when acting, shall have all the powers of and be subject to all the restrictions upon the President.

Section 8. **The Treasurer.** If required by the Board, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties, as the Board shall determine. He/she shall have charge and custody of and be responsible for all funds and securities of the nonprofit corporation; receive and give receipts for moneys due and payable to the nonprofit corporation from any source whatsoever and deposit all such moneys in the name of the nonprofit corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these By-Laws 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/her by the President or by the Board.

Section 9. **Assistant Secretaries and Assistant Treasurers.** The assistant secretaries, when authorized by the Board of Directors, may sign with the President, or a Vice President, in the same capacity as the principle office holder. The assistant treasurers shall, respectively, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The assistant secretaries and assistant treasurers, in general, shall perform such duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors.

Section 10. **Salaries.** The salaries of the officers shall be fixed from time to time by the Board, and no officer shall be prevented from receiving such salary by reason of the fact that he/she is also a director of the nonprofit corporation.

## ARTICLE VI

### **CONTRACTS, LOANS, CHECKS, AND DEPOSITS**

Section 1. **Contracts.** The Board of Directors may authorize any officer or officers' agent or agents, to enter into any contract, or execute and deliver any instrument, in the name of and on behalf of the nonprofit corporation, and such authority may be general or confined to specific instances.

Section 2. **Loans.** No loans shall be contracted on behalf of the nonprofit corporation, and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 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 nonprofit corporation, shall be signed by such officer or officers' agent or agents, of the nonprofit corporation, and in such manner, as shall from time to time be determined by resolution of the Board of Directors.

Section 4. **Deposits.** All funds of the nonprofit corporation not otherwise employed shall be deposited from time to time to the credit of the nonprofit corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

## **ARTICLE VII**

### **CORPORATE YEAR**

The year of the nonprofit corporation shall be determined by the Board of Directors of said nonprofit corporation and consistent with the Internal Revenue Code (IRC).

## **ARTICLE VIII**

### **WAIVER OF NOTICE**

Whenever any notice is required to be given to any member or director of the nonprofit corporation under the provisions of these By-Laws, or under the provisions of the Articles of Incorporation, or under the provisions of the Washington Nonprofit Corporations Act, unless otherwise provided by law, a waiver thereof, in writing, signed by the person entitled to such notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE IX**

### **INDEMNIFICATION**

Every person who is or was a party to, or is threatened to be made a party to, or is involved in, any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he/she or a person of whom he/she is the legal representative is or was a director or officer of the nonprofit corporation, or is or was serving at the request of the nonprofit corporation or for its benefit as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust, or other enterprise, shall be indemnified and held harmless to the fullest extent legally

permissible under the Washington Nonprofit Corporations Act from time to time against all expenses, liability, and losses (including attorney's fees, judgments, fines, and amounts paid or to be paid in settlement) reasonably incurred or suffered by him/her in connection therewith. Such right of indemnification shall be a contract right, which may be enforced in any manner desired by such person. Such right of indemnification shall not be exclusive of any other right which such directors, officers, or representatives may have or hereafter acquire, and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any By-Law, agreement, vote of members, provision of law, otherwise, as well as their rights under this Article.

The Board of Directors may cause the nonprofit corporation to purchase and maintain insurance on behalf of any person who is or was a director or officer of the nonprofit corporation, or is or was serving at the request of the nonprofit corporation as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by any such capacity or arising out of such status, whether or not the nonprofit corporation would have the power to indemnify such person.

The Board of Directors may, from time to time, adopt further By-Laws with respect to indemnification, and may amend these and such By-Laws to provide at all times the fullest indemnification possible.

## **ARTICLE XII**

### **MEMBER, DIRECTOR, OFFICER, AND EMPLOYEE RECAPTURE**

Any payments made to an director, officer, member or employee of the nonprofit corporation, such as salary, commission, bonus, interest, rent, or entertainment expense incurred by him/her, which shall be disallowed, in whole or in part, as a deductible expense by the Internal Revenue Service, shall be reimbursed by such director, officer, member, or employee to the nonprofit corporation to the full extent of such disallowance. It shall be the duty of the Board of Directors to enforce payment of each such amount disallowed. In lieu of payment by the director or officer, subject to the determination of the directors, proportionate amounts may be withheld from his/her future compensation payments if any until the amount owed to the nonprofit corporation has been recovered. Said payments to the nonprofit corporation may be made over a period of one (1) year, at the option of the Board of Directors. Any amounts owing at the end of one calendar year shall be treated as taxable compensation to the member, director, officer, or employee not completing full restitution in the manner specified in the current Internal Revenue Code (IRC) for said tax reporting period.

## **ARTICLE XIII**

### **AMENDMENT OF BY-LAWS**

Section 1. **By the Members.** These By-Laws may be amended, altered, or repealed at any regular or special meeting of the members if notice of the proposed alteration or amendment is contained in the notice of the meeting.

Section 2. **By the Board of Directors.** These By-Laws may be amended, altered, repealed, or additional by-laws adopted, by the affirmative vote of a majority of the whole Board of Directors at any regular or special meeting of the Board. However, the Board shall not repeal or alter any By-Law previously adopted by the members of the nonprofit corporation.

#### **ARTICLE XIV**

#### **RULES OF ORDER**

The rules contained in the most recent edition of Robert's Rules of Order, Newly Revised, shall govern all meetings of members and directors where those rules are not inconsistent with the Articles of Incorporation, By-Laws, or special rules of order of the nonprofit corporation.