

BYLAWS
OF
SECOND CHANCE COMPANIONS

(A nonprofit Corporation Organization incorporated under the
Washington Nonprofit Corporation Organization Act, RCW 24.03)

ARTICLE 1. OFFICES

Second Chance Companions (the “Organization”) may have offices in the state of Washington or at such other place or places as the Board of Directors may, from time to time, appoint or the activities of the Organization may require.

ARTICLE 2. MEMBERS

2.1 Classes of Members. The Organization shall have two classes of members: Voting Members and Volunteer Members. The qualifications for each class of members are set forth in these Bylaws. All members shall abide by these Bylaws and any Code of Ethics of the Organization and uphold the best interest of the Organization.

2.2 Voting Members. Qualification as a Voting Member is limited to individuals who have been a volunteer, in good standing, for a minimum of 120 days and whose membership dues are current. Voting Members shall be entitled to vote on all matters subject to vote by the membership, and shall be eligible to serve as a director, serve as an officer, serve on and chair a committee, and attend events sponsored by the Organization.

2.3 Volunteer Members. Any individual that supports the purposes of the Organization, but does not qualify as a Voting Member is eligible to be a Volunteer Member. Qualification as a Volunteer Member is limited to individuals, who have completed a volunteer application, attended an orientation meeting and filed a signed volunteer intent form with the Organization’s Secretary. Volunteer Members shall have no voting privileges, but they shall be eligible to serve on a Committee and attend events sponsored by the Organization.

2.4 Voting Rights. Only Voting Members have voting rights, and Voting Members have voting rights only with respect to the election or removal of Directors as set forth herein. The Board of Directors shall have sole voting power with respect to all other matters relating to the Organization, including without limitation: any alteration, amendment or repeal of the Bylaws or the adoption of new Bylaws; any amendment of the Articles of Incorporation; any merger or consolidation involving the Organization; any sale, lease, exchange or other disposition of all or substantially all of the property and assets of the Organization; the adoption of any plan providing for the distribution of assets; or any dissolution of the Organization. However, the Board of Directors in its

discretion may submit to Voting Members at any annual or special meeting thereof any matter for vote by such members. The vote of any Voting Member at any meeting of members may be exercised either in person by an authorized agent thereof, or by written proxy. Each Voting Member shall be entitled to one vote on each matter coming before any meeting of such members.

2.5 Membership Applications and Procedures. All initial applications for membership shall be made in writing. The Volunteer Coordinator may accept or reject any application, require additional information from any applicant, determine whether any applicant qualifies as a Voting Member or Volunteer Member, and make all other determinations with respect to members of the Organization, subject to review by and direction from the Board of Directors as to any or all of the foregoing matters. Upon request by the President, the Secretary or the Board of Directors, a list of the names and addresses of all Voting Members shall be provided, and such list may be relied upon and shall be conclusive for all purposes for which a determination of Voting Members is relevant, except to the extent otherwise determined by the Board of Directors prior to such reliance. Each member who pays each year the annual dues set by the Board of Directors shall continue as a voting member, except as otherwise set forth herein.

2.6 Dues and Assessments. Membership dues shall be established from time to time by the Board of Directors. Payment of dues shall be in advance and shall be a condition precedent to voting membership in good standing. Dues are annual and the period is based upon a calendar year. After the initial amount of the dues is established, the voting members will be allowed to vote on future increases.

2.7 Suspension and Termination of Membership.

2.7.1 Resignation of Membership. Any member may resign by submitting a written resignation to the President or Secretary of the Organization. Such a resignation shall be effective as of the date received or at a future date as stipulated in said resignation. Any member who resigns shall forfeit any and all dues paid and any and all rights and privileges with respect to the Organization and shall remain liable for any dues or other charges due and owing at the time of such member's resignation.

2.7.2 Suspension of Voting Privileges. The Board of Directors or a duly appointed committee thereof shall suspend the voting privileges of any voting member whose dues are not paid in full within 60 days after the due date. Members with suspended voting privileges shall not be entitled to any rights or benefits of voting membership. The Treasurer will give notice to the member in question via personal or electronic communication 15 days prior to suspension. The delinquent member shall have the right to reply with payment at any time up to the date of suspension.

2.7.3 Termination. The Board of Directors, by resolution, may terminate the membership of any member due to failure to abide by the Bylaws or code of ethics or if a member's conduct is deemed by the Board of Directors to be detrimental to the best interest of the Organization. Any member whose membership is terminated shall forfeit

any and all dues paid and any and all rights and privileges with respect to the Organization and shall remain liable for any dues or other charges due and owing at the time of such termination. Termination for reasons of conduct will require the Board of Directors to give notice to the member in question, followed by an opportunity for the member to be heard. After hearing from the member, or should the member fail to reply within two weeks of the date of notice, the Board of Directors may act to terminate the member.

2.8 Annual Meeting. The annual meeting of the Voting Members of the Organization shall be held each year in March at such place as the Board of Directors shall determine, or at such other time as may be designated by the Board of Directors. The purposes of the annual meeting shall be to elect directors and to transact such other business as may properly come before the meeting.

2.9 Special Meetings. Special meetings of the Voting Members for any purpose or purposes permitted hereunder or by law may be called at any time by the President or the Board of Directors to be held at such time and place as the President or the Board of Directors may prescribe. Upon the request of the Voting Members holding in the aggregate 51 percent of the voting power of all Voting Members, it shall be the duty of the Secretary to call a special meeting of the Voting Members for any purpose or purposes permitted hereunder or by law, such meeting to be held at such place and at such time as the Secretary may fix, not less than ten nor more than 35 days after the receipt of said request, and if said Secretary shall neglect or refuse to issue such call, those making the request may do so.

2.10 Notice of Meetings. Written notice of the place, day and hour of the annual membership meeting and written notice of the day, place, hour and purpose or purposes of special membership meetings shall be delivered not less than ten nor more than 50 days before the date of the meeting, either personally, by mail or electronic communication, by or at the direction of the President, the Secretary or the officer or persons calling the meeting, to each Voting Member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Voting Member at its address as it appears on the records of the Organization, with postage thereon prepaid.

2.11 Waiver of Notice. Except where expressly prohibited by law or the Articles of Incorporation, notice of the day, place, hour and purpose or purposes of any meeting of the Voting Members may be waived in writing by any Voting Member at any time, either before or after the meeting, and attendance at the meeting in person or by proxy shall constitute a waiver of such notice of the meeting unless prior to or upon commencement of such meeting such Voting Member in attendance asserts that proper notice was not given.

2.12 List of Members. At least ten days prior to a meeting of Voting Members, the Secretary of the Organization, in conjunction with the Board of Directors or a committee thereof, shall compile a complete list of the names and addresses of the Voting Members

entitled to vote at such meeting or adjournment thereof. Such list shall be made available, upon request, for examination by any Voting Member for a period of at least ten days prior to any such meeting. Such list shall also be produced and kept open for examination at the time and place and during the course of any such meeting.

2.13 **Quorum.** At any meeting of Voting Members, the presence in person or by proxy of a majority of all the Voting Members in good standing shall constitute a quorum for the transaction of business, and the vote of a majority of the Voting Members present in person or by proxy at a meeting at which there is a quorum shall be the act of the Organization, except as otherwise provided herein, by law or by the Articles of Incorporation. The Voting Members present at a duly convened meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough Voting Members to leave less than a quorum.

2.14 **Adjourned Meetings.** Whether for failure to obtain a quorum or otherwise, an adjournment or adjournments of any meeting of Voting Members may be taken to such time and place as the majority of those present (in person and by proxy) may determine. Voting Members will then be notified of the rescheduled meeting.

2.15 **Proxies.** A proxy must be executed in writing by a Voting Member or its duly authorized attorney-in-fact. No proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy. Revocation of a proxy shall not be effective until written notice, thereof, has actually been received by the Secretary of the Organization.

ARTICLE 3. DIRECTORS

3.1 **Number.** The affairs and property of the Organization shall be managed under the direction of a Board of Directors. The Board shall consist of 5 persons. The Board of Directors, by amendment to these Bylaws, may increase or decrease the number of Directors, provided that no decrease in number shall have the effect of shortening the term of any incumbent Director.

3.2 **Qualifications.** Each Director must be a Voting Member in good standing.

3.3 **Term of Office.** Directors shall hold office (i) for the term for which he or she is elected and until his or her successor has been elected and qualified or (ii) until his or her term expires, if the number of Directors has been reduced by Board resolution to eliminate the position held by such Director effective upon such expiration.

3.4 **Election of Directors.** Voting for the annual election of Directors by Voting Members shall take place at the annual meeting of members, or, at the discretion of the Board of Directors, may be accomplished by mailed ballots. Each Voting Member may cast one vote for each position that will become open on the Board of Directors. There shall not be cumulative voting in the election of Directors, and no Voting Member may

cast more than one vote for any nominee.

3.5 **Vacancies.** A vacancy in the board of directors shall exist upon the death, resignation, or removal of any director. A vacancy in the board of directors may be filled by the board of directors. Each director so elected shall hold office for the balance of the unexpired term of his or her predecessor. If the board of directors accepts the resignation of a director tendered to take effect at a future time, a successor may be elected to take office when the resignation becomes effective.

3.6 **Resignation.** A director may resign at any time by delivering written notice to the president or the secretary. A resignation is effective when notice is received unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless the board of directors permits revocation.

3.7 **Removal.** A director may be removed at any time, with or without cause, by vote of a majority of the voting members of the Organization or a majority of the Board of Directors. Removal by the Board will require notice be given to the director in question, followed by an opportunity for the director to be heard at a meeting of the Board. After hearing from the director, or should the director fail to reply within two weeks of the date of notice, the majority of the board membership may act to remove the director.

3.8 **Quorum and Voting.** At any meeting of the Board of Directors, the presence in person of a majority of the Directors shall constitute a quorum for the transaction of business. If a quorum is present, the act of a majority of the Directors present at such meeting shall be the act of the Board of Directors and of this Organization except as may be otherwise specifically provided by statute, by the Articles of Incorporation, or by these Bylaws. The Directors present at a duly convened meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum. Abstention from voting on a motion by a Director present at a meeting at which there is a quorum shall be counted as a vote against the motion.

3.9 **Annual Meeting.** The annual meeting of the Board of Directors shall be held at the annual meeting of Voting Members for the purposes transacting such business as may properly come before the meeting.

3.10 **Regular Meetings.** Regular meetings of the Board of Directors shall be held at such place, day and hour as the Board from time to time may specify by resolution.

3.11 **Special Meetings.** Special meetings of the Board of Directors may be held at any place at any time whenever called by the President, or any three or more Directors.

3.12 **Notice of Meetings.** Notice of the time and place of all meetings of the Board of Directors shall be given by the Secretary, or by the person calling the meeting, at least five days before the meeting, to each Director who will have voting rights on all issues at the meeting. A Director whose term expires at an annual meeting need not be given notice of such meeting. However, no notice of any regular meeting need be given, if the

time and place thereof shall have been fixed by resolution of the Board of Directors and a copy of such resolution sent by notice to every Director at least five days before the first meeting held pursuant thereto. Notice of any meeting of the Board or any committee thereof may be given by mail, e-mail, air courier, telecopy or other facsimile transmission or other written communication or may be given orally by communication in person, over the telephone or other oral communication, including voice mail. Notice of any meeting of the Board of Directors may be waived in writing by any Director at any time, either before or after such meeting, and attendance at such meeting shall constitute a waiver of any notice required for such meeting except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully convened. Notice of more than one meeting of the Board or any committee thereof can be given in a combined notice, which may consist of a calendar of meetings for a particular period of time.

3.13 Action by the Board Without a Meeting. The Board of Directors may take any action that it could properly take at a meeting without such a meeting if consent in writing setting forth the action so taken shall be signed by all the Directors. Such consent shall have the same effect as a unanimous vote.

3.14 Electronic Meetings. Members of the Board of Directors or of any committee appointed by the Board of Directors may participate in a meeting of the Board of Directors or committee by means of a conference telephone, videoconference or similar communications equipment that enables all persons participating in the meeting to hear each other during the meeting. Participation by such means shall constitute presence in person at a meeting.

3.15 Compensation. Directors as such shall receive no compensation for their services as Directors, except that Directors may be reimbursed for actual expenses incurred because of their position if such reimbursement is authorized by the Board of Directors.

ARTICLE 4. COMMITTEES

4.1 Establishment and Authority of Board Committees. By resolution adopted by a majority of the Directors in office, the Board of Directors shall establish committees customarily consisting of Adoption Services, Health Services, Membership Services and Administration. The Board may create other specific committees and sub-committees when the need arises.

4.2 Procedures for Committees. The committees established pursuant to Section 4.1 shall be governed by the procedures set forth in this Section 4.2 except as may otherwise be provided in any resolution of the Board of Directors relating to such committee. A board member will be assigned by the President to each specific committee to act as advisor, appoint the chair, oversee projects and provide reports back to the board. A majority of the number of members of such 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. A meeting of any such committee may be called by any member thereof, and notice of the place, day and hour of such meeting shall be given by or under the direction of the person calling the meeting, by mail, personal delivery, telecopy, e-mail, or personal communication over the telephone or otherwise, at least 48 hours prior to the time the meeting is to be held. The provisions of Section 2.11 relating to waiver of notice shall be applicable to meetings of any such committee. By resolution adopted by a majority of the directors in office, the Board may remove from any such committee or any other non-board position any member thereof and may fill any vacancy, whether such vacancy is caused by resignation, removal or otherwise.

ARTICLE 5. OFFICERS

5.1 Officers Enumerated – Election; Powers; Term. The officers of the Organization shall be a President, a First Vice President, a Second Vice President, a Secretary and a Treasurer. The President shall serve for one year, and all other officers shall serve a two-year term. Each officer's term shall begin on April 1st. The election of the First Vice President and Treasurer shall be held on even calendar years and the election of the Second Vice President and Secretary shall be held on odd calendar years.

5.2 Qualifications. The President, First Vice President, Second Vice President, Secretary and Treasurer shall be Voting Members, in good standing, of the Organization.

5.3 The President. The President shall exercise the usual executive powers pertaining to the office of President and shall perform such other duties as the Board of Directors may from time to time designate. Without limiting the foregoing, the President shall preside at all meetings of the Board of Directors; shall have general and active management of the affairs of the Organization; shall see that all orders and resolutions of the Board are carried into effect; shall execute all documents requiring a seal, under the seal of the Organization; shall be ex-officio a member of all committees; all subject, however, to the right of the Directors to delegate any specific powers, except as may be by statute exclusively conferred on the President to any other officer or officers of the Organization.

5.4 The First Vice President. The First Vice President shall act as President in the absence or disability of the President and shall perform such other duties as the Board of Directors may from time to time designate.

5.5 The Second Vice President. The Second Vice President shall act as President in the absence or disability of the President and the First Vice President and shall perform such other duties as the Board of Directors may from time to time designate.

5.6 The Secretary. The Secretary shall attend all sessions of the Board and act as clerk thereof, and record all actions of the Board, votes of the Organization and the minutes of all its transactions in a book to be kept for that purpose; and shall perform like

duties for all committees of the Board of Directors when required. He or she shall give, or cause to be given, notice of all meetings of the members and Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he or she shall be.

5.7 **The Treasurer.** The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts or receipts and disbursements in books belonging to the Organization, and shall keep the moneys of the Organization in a separate account to the credit of the Organization. He or she shall disburse the funds of the Organization as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at each regular meeting of the Board, or whenever they may require it, an account of all his or her transactions as Treasurer and of the financial condition of the Organization. In general, the Treasurer shall 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 Board of Directors.

5.8 **Vacancies.** Vacancies in any office arising from any cause may be filled by the Board of Directors under the guidance of Section 3.5.

5.9 **Compensation.** The salaries, if any, of all officers and agents of the Organization, shall be fixed by the Board of Directors.

ARTICLE 6. GENERAL PROVISIONS

6.1 **Records of Meetings.** The Organization shall keep current and complete records of all proceedings of the Board of Directors and committees having any of the authority of the Board of Directors.

6.2 **Copies of Resolutions.** Any person dealing with the Organization may rely upon a copy of any of the records of the proceedings, resolutions, or votes of the Board of Directors, when certified by the President or Secretary.

6.3 **Books of Account.** The Organization shall keep appropriate and complete books of account.

6.4 **Fiscal Year.** The fiscal year of the Organization shall end on December 31.

6.5 **No Corporate Seal.** The Organization shall not have a corporate seal.

6.6 **Loans.** The Organization shall not loan money or credit to its officers, directors or other volunteers.

6.7 **Rules of Meetings.** The Board of Directors may adopt rules of procedure to govern any meetings of the Board of Directors or any committee of the Board of Directors, to the extent not inconsistent with law, the Organization's Articles of

Incorporation, or these Bylaws, as they are in effect from time to time. In the absence of any rules of procedure adopted by the Board of Directors, the chairman of the meeting shall make all decisions regarding the procedures for any meeting.

6.8 **Insurance.** The Organization may purchase and maintain insurance on behalf of an individual against liability asserted against or incurred by the individual who is or was a director, officer, employee, or agent of the Organization; provided, however, that the Organization may not purchase or maintain such insurance to indemnify any director, officer, or agent of the Organization in connection with any proceeding charging improper personal benefit to the director, officer, or agent in which the director, officer, or agent was adjudged liable on the basis that personal benefit was improperly received by the director, officer, or agent.

ARTICLE 7. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws adopted by a vote of the majority of the Board of Directors.

Dated adopted by the Board of Directors: March 12, 2005