

ART CHOWDER BYLAWS

ARTICLE 1. OFFICES

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

ARTICLE 2. MEMBERSHIP

The nonprofit corporation shall not have a formal membership structure, in that it will not have membership that will maintain controlling interest, it is not created solely for the benefit of a membership, it will not be supported solely by a membership base, and it will not have membership considered subscribers of its services. **"Members" as referenced herein are members of the corporation's Advisory Team.**

ARTICLE 3. ADVISORY TEAM

3.1 General Powers

The affairs of the corporation shall be managed by an Advisory Team with specific members acting as corporation officers. The Secretary/Treasurer may be a paid position, or a Team member, but not both.

3.2 Number

The Team shall consist of no less than five (5), no more than nine (9) Team members, the specific number to be set by resolution of the Team. The number of Team members 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 member.

3.3 Qualifications

Team members shall have such qualifications as the Team may prescribe by resolution or amendment to these Bylaws.

3.4 Election of Officers

3.4.1 Initial Team

The initial Team named in the Articles of Incorporation has served until the formal designation of a new team is established.

3.4.2 Successors

Successor Team members shall be elected at the annual meeting of the Team. [One-half of the number of initial Team members shall serve a term of one year and one-half shall serve a term of two years so that the term of future directors will be staggered.]

3.5 Term of Office

Unless a Team member dies, resigns, or is removed, they shall hold office for a term of two years or until his or her successor is elected, whichever is later, with the possibility of extending for one more two-year term if agreed upon by a majority vote of the Advisory Team. Initial Team members serving a one-year term, may opt to serve for an additional two-year term upon Advisory Team approval.

3.6 Annual Meetings

The annual meeting of the Team shall be held every June for the purposes of electing committee leads and officers and transacting such business as may properly come before the meeting. If the day fixed for the annual meeting is a legal holiday the meeting shall be held on the next succeeding business day. If the annual meeting is not held in the month designated therefore, the Team shall cause the meeting to be held as soon thereafter as may be convenient.

3.7 Regular Meetings

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

3.8 Special Meetings

Special meetings of the Team or any committee designated and appointed by the Team may be called by or at the written request of the President or any two Members, or, in the case of a Core Committee meeting, by the Chair of the Core Committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Team or Committee meeting called by them.

3.9 Meetings by Telephone

Members of the Team or any Core Committee may participate in a meeting of such Team/Committee meetings by means of an audio or video conference or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

3.10 Place of Meetings

All meetings shall be held at designated location agreed upon by the Team and can be called by any persons entitled to call a meeting or by a waiver of notice signed by all Members.

3.11 Notice of Special Meetings

Notice of special Team meetings shall be given to a Member in writing or by personal communication with the Members not less than ten (10) days before the meeting. Notices in writing may be delivered or mailed to the Member at his or her address shown on the records of

the corporation. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid.

3.12 Waiver of Notice

3.12.1 In Writing

Whenever any notice is required to be given to any Member under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meetings of the Team need be specified in the waiver of notice of such meeting.

3.12.2 By Attendance

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

3.13 Quorum

Five (5) of the number of Members in office shall constitute a quorum for the transaction of business at any Team meeting. If a quorum is not present at a meeting, a majority of the Members present may adjourn the meeting from time to time without further notice.

3.14 Manner of Acting

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

3.15 Presumption of Assent

A Member of the corporation present at a Team 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 Member files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Member who voted in favor of such action.

3.16 Action by Team Without a Meeting

Any action which could be taken at a meeting of the Team may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Members. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original

and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Team meeting. Certified digital signatures are acceptable for legally binding and organizational documents requiring official signature as long as is permissible by institution requiring signatory.

3.17 Resignation

Any Member may resign at any time by delivering written notice to the President or the Secretary at the registered office of the corporation, or by giving oral or written notice at any meeting of the Members. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.18 Removal and Founders Clause

At a meeting of the Team called expressly for that purpose, one or more Members may be removed from office, with or without cause, by two-thirds of the votes cast by Members then in office. However, removal of a founder of the organization must take unanimous vote of the Advisory Team or the entire Team minus the founder, if said founder is an acting Team member.

3.19 Vacancies

A vacancy in the position of Member may be filled by the affirmative vote of a majority of the Executive Committee Members though less than a quorum of the Committee. A Member who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

3.20 Team Committees

3.20.1 Standing or Temporary Committees

The Team, by resolution adopted by a majority of the Members in office, may designate and appoint one or more standing or temporary Core Committee, each of which shall consist of one or more Members. Such Core Committees shall have and exercise the authority of the Members in the management of the corporation, subject to such limitations as may be prescribed by the Team; except that no Core Committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Member or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter or repeal any resolution of the Team which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Team or any individual Member of any responsibility imposed by law.

3.20.2 Quorum; Manner of Acting

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

3.20.3 Resignation

Any member of any Core Committee may resign at any time by delivering written notice thereof to the President, the Secretary, or the Coach of such Core Committee, or by giving oral or written notice at any meeting of such Core Committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.20.4 Removal of Committee Member

The Team, by resolution adopted by a majority of the Members in office, may remove from service any member of any committee elected or appointed by it.

3.21 Compensation

The Team shall receive no compensation for their service as Members but may receive reimbursement for expenditures incurred on behalf of the corporation. The Team members may also be involved with the organization on a contract-basis as long as it is fully disclosed and agreed upon by the other Members.

ARTICLE 4. OFFICERS

4.1 Number and Qualifications

The officers of the corporation shall be a President and a Secretary/Treasurer, each of whom shall be elected by the Team. Other officers and assistant officers may be elected or appointed by the Team, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Team. Any officer may be assigned by the Team any additional title that the Team deems appropriate. The same person may hold any two or more offices, except the offices of President and Secretary. The Officers will fulfill the duties of their office while serving as the organization's Executive Committee.

4.2 Election and Term of Office

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

4.3 Resignation

Any officer may resign at any time by delivering written notice to the President, the Secretary/Treasurer or the Team, or by giving oral or written notice at any meeting of the Team.

Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.4 Removal

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

4.5 Vacancies

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

4.6 President

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

4.8 Secretary/Treasurer

The Secretary shall: (a) keep the minutes of meetings of the Team, and minutes which may be maintained by committees of the Team; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the corporation; (d) keep records of the post office address of each Member and each officer; (e) sign with the President, or other officer authorized by the President or the Team, deeds, mortgages, bonds, contracts, or other instruments; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Team.

If requested by the Team, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Team may determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; 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 Team.

ARTICLE 5. ADMINISTRATIVE PROVISIONS

5.1 Books and Records

The corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of the Team, and any minutes which may be maintained by committees of the Team; records of the name and address of each Member, and each officer; and such other records as may be necessary or advisable.

5.2 Accounting Year

The accounting year of the corporation shall be the twelve months ending December 31.

5.3 Rules of Procedure

The rules of procedure at meetings of the Teams and Core Committees shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation, or any resolution of the Team.

ARTICLE 6. AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the vote of a majority of the number of Members in office.

The foregoing Bylaws were adopted by the Advisory Team on Jun 28, 2023, ____.

[SIGNATURE AND NAME REDACTED]

Secretary