AMENDED BYLAWS

OF

VILLAGE REACH

Amended September 12, 2018
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ARTICLE I
Membership

The corporation shall have no members.

ARTICLE II
Board of Directors

Section 1. Powers and Qualifications. The affairs of the corporation shall be managed by the board of directors.

Section 2. Number and Term. The number of directors of the corporation shall be not less than five (5) and not more than thirteen (13). The board of directors, by amendment of 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. Upon the first annual election of directors, the directors shall be divided into three (3) classes, the first class to serve a term of one (1) year, the second to serve a term of two (2) years, and the third to serve a term of three (3) years thereafter. Each such director shall hold office for the term for which he or she is elected and until his or her successor shall have been elected and qualified. The term of office of a class of director after those elected at the first annual meeting shall be three (3) years. No director may serve more than three (3) consecutive three-year terms. Term periods less than a full three-year term shall not count toward the term limit. For example, new directors may be elected to an initial term of less than three-years to synchronize their terms with the terms of other directors. These stub period terms shall not count toward the term limitation. The term limitation shall start at zero time served for any director who is reelected after ceasing to be a director for a period of one year or more, irrespective of time previously served as a director.

A director's service on the board of directors may be extended beyond the term limitations set forth above for a period determined in the discretion of the chair of the board with the approval of a majority of the directors in office. In no event may the aggregate extended service exceed a total of three (3) years. Such extended service is intended to be exceptional and rare; for examples and not by way of limitation, if the director is chairing a committee and would be difficult to replace in that role, is in the middle of a high impact project, has knowledge in a specific area needed by the board or the corporation, or provides some exceptional quality that otherwise benefits the board of directors and the corporation.

A director who has served on the board for three (3) consecutive three-year terms, on expiration of his or her service and with approval of a majority of the directors in office, will have the title of Director Emeritus. A Director Emeritus shall be treated as an advisor under Article VI, Section 10.
Section 3. Committees. The board of directors, by resolution adopted by a majority of the directors in office, may designate and appoint committees of the board. Any such committee shall consist of two (2) or more directors and shall have and exercise such authority of the board of directors in the management of the corporation as may be specified in said resolution. However, no such committee shall have the authority of the board of directors to amend, alter or repeal the Bylaws; elect, appoint or remove any member of any such committee or any director or officer of the corporation; amend the Articles of Incorporation; adopt a plan of merger or adopt a plan of consolidation with another corporation; authorize the voluntary dissolution of the corporation or revoke proceedings therefor; adopt a plan for the distribution of the assets of the corporation not in the ordinary course of business; or amend, alter or repeal any resolution of the board of directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation of authority to it shall not operate to relieve the board of directors or any individual director of any responsibility imposed upon it, him or her by law. When deemed appropriate and approved by resolution of a majority of the directors in office, individuals who are not directors may serve on committees that do not exercise fiduciary authority of the board of directors in the management of the corporation.

Section 4. Election. After the first annual meeting, the member or members of one class of directors shall be elected at each annual meeting, to hold office until the expiration of the term of office of the class of directors into which elected, and until his, her or their respective successors are elected and qualified.

Section 5. Vacancies. The board of directors shall have the power to fill any vacancy occurring in the board and any directorship to be filled by reason of an increase in the number of directors by amendment to these Bylaws. Any director elected to fill a vacancy shall be elected or appointed for the unexpired term of his or her predecessor in office.

Section 6. Removal. A director may be removed by a majority vote of the board of directors at any time when, in the judgment of the board of directors, such removal would further the corporation’s best interests.

Section 7. Honorary Chairs. The corporation may have one or more honorary chairs, who may be elected and removed by the board of directors. The honorary chair(s) shall have the right to receive notice of all meetings of the board of directors and shall have the right to attend all board meetings. The honorary chair(s) shall have no official duties and shall have no voting rights in the corporation’s management. The term of office of the honorary chair(s) shall be three (3) years.

ARTICLE III

Meetings of Board of Directors

Section 1. Annual Meetings. The annual meeting of the board of directors for election of directors to succeed those whose terms expire, and for the transaction of such other business as may properly come before the meeting, shall be held each year at the registered office of the corporation, on the second Tuesday of November, at noon, but in case such date shall be a legal holiday, the meeting shall be held at the same hour and place on the next succeeding day not a holiday.
Section 2. **Special Meetings.** Special meetings of the board of directors may be held at any place and time, whenever called by the chair of the board of directors, president, secretary, or any two (2) directors.

Section 3. **Notice of Meetings.** Notice of the time and place of any special meeting of the board of directors shall be given by the secretary, or by the director or directors calling the meeting, by regular or express mail, email, electronic network posting, facsimile, telegram, or by personal communication over the telephone or otherwise, at least three (3) days prior to the date on which the meeting is to be held. Neither the business to be transacted nor the purpose of any meeting of the board of directors need be specified in the notice or any waiver of notice of such meeting.

Section 3.1 **Consent to Notice By Email.** If notice is provided to directors by email, it is effective only with respect to directors who have: (a) consented in writing or by email to receive notices transmitted by email; and (b) designated in the consent the message format that is accessible to the recipient, and the address, location, or system to which these notices may be emailed. A director who has consented to receipt of emailed notices may revoke the consent by delivering (by mail, facsimile or email) a revocation to the corporation. The consent of any director is revoked if the corporation is unable to transmit by email two (2) consecutive notices given by the corporation in accordance with the director’s consent, and this inability becomes known to the secretary of the corporation or other person responsible for giving the notice. The inadvertent failure by the corporation to treat this inability as a revocation does not invalidate any meeting or other action.

Section 3.2 **Delivery of Notice By Email.** Notice provided by email to a director who has consented to receive notice by such means is effective when it is emailed to an address designated by the recipient for that purpose.

Section 3.3 **Delivery of Notice By Posting to Electronic Network.** The corporation may provide notice of the time and place of any special meeting of the board of directors by posting the notice on an electronic network (such as a listserv), provided that the corporation also delivers to the director notice of the posting by mail, facsimile, or email (pursuant to the recipient’s consent to receive notices by email), together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

Section 3.4 **Delivery of Notice By Other Means.** If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the director at his or her address as it appears on the records of the corporation, with postage thereon prepaid. Other forms of notice described in this section are effective when received.

Section 3.5 **Effect of Attendance at Meeting.** Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where the director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4. **Quorum.** A majority of the board of directors shall constitute a quorum for the transaction of business except as otherwise provided by law. The act of the majority of directors present at a meeting at which a quorum is present shall be the act of the board of directors. At any meeting of the board of directors at which a quorum is present, any business may be transacted, and the board may exercise all of its powers. A director who is present at
such a meeting shall be presumed to have assented to the action taken at that meeting unless the
director's dissent or abstention is entered in the minutes of the meeting, or unless the director
delivers (personally, or by mail, facsimile or email) his or her dissent or abstention to such action
to either the person acting as secretary of the meeting before the adjournment of the meeting, or
to the secretary of the corporation immediately after the adjournment of the meeting, which
dissent or abstention must be in writing or in an email. The right to dissent or abstain shall not
apply to a director who voted in favor of such action.

Section 5. Meetings Held by Telephone or Similar Communications Equipment.
Members of the board of directors or its committees may participate in a meeting of the board or
such committees 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 and
participation by such means shall constitute presence in person at a meeting.

ARTICLE IV

Actions by Written Consent

Any corporate action required or permitted by the Articles of Incorporation or Bylaws, or
by the laws of the State of Washington, to be taken at a meeting of the board of directors (or its
committees) of the corporation, may be taken without a meeting if a consent in writing or by
email transmission setting forth the action so taken shall be executed (as defined herein) by all of
the directors entitled to vote with respect to the subject matter thereof. Such consent shall have
the same force and effect as a unanimous vote, and may be described as such. For purposes of
the Bylaws, “executed” means: (a) a writing that is signed; or (b) an email transmission that is
sent with sufficient information to determine the sender’s identity.

ARTICLE V

Waiver of Notice

Whenever any notice is required to be given to any director of the corporation by the
Articles of Incorporation or Bylaws, or by the laws of the State of Washington, a waiver thereof
in writing or by email executed by the person or persons entitled to such notice, whether before
or after the time stated therein, shall be equivalent to the giving of such notice.

ARTICLE VI

Officers

Section 1. Officers Enumerated. The officers of the corporation shall be a chair of the
board, president, one or more vice presidents, a secretary, a treasurer, and such other officers and
assistant officers as may be deemed necessary by the board of directors, each of whom shall be
annually elected by the board of directors, and shall serve until their successors are duly elected
and qualified. Any two or more offices may be held by the same person, except that the same
person may not simultaneously hold any two or more of the offices of board chair, president,
treasurer and secretary. In addition to the powers and duties specified below, the officers shall
have such powers and perform such duties as the board of directors may prescribe.
Section 2. **The Chair.** The board of directors may elect a chair of the board. If a chair is elected, he/she shall preside at meetings of the board of directors. If the board of directors has not elected a chair or if the chair is not present at a particular meeting, then the board shall elect one director to preside at such meeting(s) of the board of directors.

Section 3. **The President.** The president shall exercise the usual executive powers pertaining to the office of president. In the event the president is not also elected as a member of the board of directors, he/she shall serve as a non-voting ex officio member of the board. The president, if serving as a non-voting ex officio member of the board, shall be entitled to receive notice of all meetings of the board of directors and attend such meetings except to the extent the meeting or portion thereof involves evaluation of the president’s performance or compensation or other issues with respect to which the board of directors determines the president to have a conflict of interest.

Section 4. **The Vice President.** In the absence or disability of the president, the vice president shall act as president.

Section 5. **The Secretary.** It shall be the duty of the secretary to keep records of the proceedings of the board of directors and when requested by the president to do so, to sign and execute with the president all deeds, bonds, contracts, and other obligations or instruments, in the name of the corporation, to keep the corporate seal, and to affix the same to proper documents or records.

Section 6. **The Treasurer.** The treasurer shall have the care and custody of and be responsible for all funds and investments of the corporation and shall cause to be kept regular books of account. The treasurer shall cause to be deposited all funds and other valuable effects in the name of the corporation in such depositories as may be designated by the board of directors, and in general, shall perform all of the duties incident to the office of treasurer.

Section 7. **Vacancies.** Vacancies in any office arising from any cause may be filled by the board of directors at any annual or special meeting.

Section 8. **Salaries.** The salaries of all officers and agents of the corporation, if any, shall be fixed by the board of directors.

Section 9. **Removal.** Any officer elected or appointed may be removed by the board of directors whenever in its judgment the best interests of the corporation will be served thereby.

Section 10. **Advisors.**

The corporation may have advisors, who may advise the corporation’s officers and board of directors on various topics and projects as specified by the board of directors or president. The advisors shall have no authority or voting rights in the corporation’s management or governance. Directors Emeriti, as set forth in Article II, Section 2, shall be treated as advisors hereunder. The president or board of directors may appoint such additional advisors as they deem necessary or desirable from time to time. The president may remove any advisor at any time.
ARTICLE VII

Administrative and Financial Provisions

Section 1. Fiscal Year. The last day of the corporation’s fiscal year shall be September 30.

Section 2. Loans Prohibited. No loans shall be made by the corporation to any officer or to any director.

Section 3. Corporate Seal. The board of directors may provide for a corporate seal which shall have inscribed thereon the name of the corporation, the year and state of incorporation and the words “corporate seal.”

Section 4. Books and Records. The corporation shall keep at its registered office, its principal office in this state, or at its secretary’s office if in this state, the following documents (in electronic or hard copy form): current Articles of Incorporation and Bylaws; correct and adequate statements of accounts and finances; a list of officers’ and directors’ names and addresses; minutes of the meetings of the board and any minutes which may be maintained by committees of the board. All books and corporate records of the corporation may be inspected by any director, or his or her agent or attorney, for any proper purpose at any reasonable time.

Section 5. Amendment of Articles. The Articles of Incorporation may be amended by the affirmative vote of a majority of all of the directors in office at any annual or special meeting of the board.

Section 6. Amendment of Bylaws. These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the board of directors at any annual or special meeting of the board.

Section 7. Rules of Procedure. The rules of procedure at meetings of the board of directors of the corporation shall be the 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 with any resolution of the board of directors.

CERTIFICATION

Jessica Crawford, being Secretary of VillageReach, hereby certifies that the foregoing Amended Bylaws were duly adopted by the board of directors on September 12, 2018.

Jessica Crawford, Secretary