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**AMENDED AND RESTATED BYLAWS  
OF  
VILLAGE REACH**

**Amended and Restated June 7, 2022**

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# AMENDED BYLAWS

## OF

### VILLAGE REACH

#### 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 resolution of the board of directors, 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 were divided into three (3) classes, with 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. The term of office of a class of director after those elected at the first annual meeting was and shall be set at three (3) years. The actual date of the commencement and ending of terms is subject to such practice as the board of directors may adopt. Each director shall hold office for the term for which they are elected and until their successor is duly elected and qualified, provided however, that if the board of directors determines not to elect a successor for a director whose term is ending, the director shall hold office until the expiration of such term. 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 example and not by way of limitation, these circumstances might include situations in which 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 their 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 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; adopt a plan of domestication, for-profit conversion or entity conversion; authorize the sale, lease, or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course; authorize the voluntary dissolution of the corporation or revoke proceedings therefor; adopt a plan for the distribution of the assets of the corporation; 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. A majority of the directors composing 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 will be the act of the committee. When deemed appropriate and approved by resolution of a majority of the directors in office, individuals who are not directors may serve as non-voting members of a committee. When deemed appropriate by the chair of the relevant committee, individuals who are not directors may be appointed by that chair as non-voting members of a committee. Notice of such appointment shall be given to the chair of the board and the secretary and such service as non-voting member may be terminated at any time by the chair of that committee.

### 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 they are elected, and until their respective successors are elected and qualified except as otherwise provided at Article II, Section 1 of these bylaws.

### 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, in each case by action of the majority of the directors remaining in

office even if they constitute less than a quorum. Any director elected to fill a vacancy shall be elected or appointed for the unexpired term of their predecessor in office.

Section 6.     Resignation

. A director may resign from the board or a committee of the board at any time by delivering written notice to the chair of the board or the president at the principal office of the corporation or by giving oral or written notice at any meeting of the board. Any such resignation will take effect at the time specified therein, or if the time is not specified therein, upon delivery thereof, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7.     Removal

. A director may be removed from the board or a committee of the board by a majority vote of the directors then in office at any time with or without cause. The corporation shall give notice of any meeting of directors at which removal is to be considered at least 48 hours before the meeting and such notice shall state that the purpose, or one of the purposes, of the meeting is removal of a director.

Section 8.     Honorary Chairs

. The corporation may have one or more honorary chairs, who may be elected and removed with or without cause by the board of directors and who may resign at any time by written notice to the chair of the board or the president at the principal office of the corporation. 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, subject to such limitations on participation as the chair deems advisable for matters such as the preservation of the attorney client privilege. The honorary chair(s) shall have no official duties and shall have no voting rights on the board of directors or in the corporation's management. The term of office of the honorary chair(s) shall be as designated by the board of directors but in the absence of a designation by the board of directors shall be indefinite but subject to termination as specified above.

Section 9.     Compensation

. Directors shall receive no compensation for their service as directors but may, subject to approval by the president, receive reimbursement for reasonable expenditures incurred on behalf of the corporation.

**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 principal office of the corporation, on a business day and a time in November as may be determined by the board of directors or by the chair of the board and president.

## Section 2. Regular and Special Meetings

Section 2.1 Regular Meetings. By resolution, the board of directors may specify the date, time and place for holding regular meetings without other notice than such resolution.

Section 2.2 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 of the annual meeting shall be given by the secretary and notice of the time and place of any special meeting of the board of directors shall be given by the secretary, or by the directors calling the meeting, in each case by regular or express mail, email, electronic network posting, facsimile, telegram, or by personal communication over the telephone or otherwise, at least ten (10) days prior to the date the annual meeting is to be held and at least one (1) day prior to the date on which the special meeting is to be held. Except as otherwise provided in these Bylaws with respect to the removal of a director, 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 III.a Opt-Out of Notice By Email

. A director may opt-out of receiving notice by email at all or to any particular email address by delivering (by mail, facsimile or email) a notice of opting-out to the corporation, after which notice by email to such director to all or the particular email address specified by the director, as applicable, shall no longer be effective. The corporation shall no longer provide notice to a director by email if the corporation is unable to transmit by email two (2) consecutive notices given by the corporation to the email address for such director in the corporations records, 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 to deliver notice by email does not invalidate any meeting or other action.

### Section III.b Delivery of Notice By Email

. Notice provided by email to a director is effective when it is emailed to the email address for that director as shown in the corporation's current record of directors.

### Section III.c Delivery of Notice By Posting to Electronic Network

. The corporation may provide notice of the time and place of any 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, together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

#### Section III.d Delivery of Notice By Other Means

. If mailed, such notice shall be deemed to be delivered five days after deposit in the United States mail addressed to the director at their 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 or as otherwise provided for in applicable law.

#### Section III.e 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 then in office, but in any event not less than one-third of the number of directors then provided for pursuant to Article II, Section 2 of these Bylaws, 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 unless otherwise required by these Bylaws, the Articles of Incorporation or law. 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 objects at the beginning of the meeting promptly upon arrival to holding it or transacting business at the meeting, the director dissents or abstains from the action, or the director delivers in writing (personally, or by mail, facsimile or email) their dissent or abstention to such action to any of the chair of the board, president, or secretary of the meeting before the adjournment of the meeting or before the approval of the minutes for such meeting. 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 may simultaneously participate with each other during such meeting 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, as the term ‘director entitled to vote’ is defined under applicable law with respect to interested directors. 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 chair of the board 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, they 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, regular 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. Resignation

. An officer may resign at any time by delivering written notice to the chair of the board or the president (and if the resigning officer is either the chair of the board or the president, to secretary as well) at the principal office of the corporation or by giving oral or written notice at any meeting of the board. Any such resignation will take effect at the time specified therein, or if the time is not specified therein, upon delivery thereof, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 10. 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 11. Compensation

. The officers will receive no compensation for their service as officers but may receive reimbursement for reasonable expenditures incurred on behalf of the corporation. The foregoing is without prejudice to any compensation and benefits paid or provided to an officer who also is an employee of the corporation.

Section 12. 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 chair of the board, president or board of directors may appoint such additional advisors as they deem necessary or desirable from time to time. The chair of the board or 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. Conflicts of Interest

. Directors and officers will act at all times in accordance with the corporation's conflict of interest policy then in effect. Directors and officers will disclose to the board of directors any financial interest which the director or officer directly or indirectly has in any person or entity which is a party to a transaction under consideration by the board of directors. The interested director will abstain from voting on the transaction. Prior to entering into any compensation agreement, contract for goods or services, or any other transaction with any person who is in a position to exercise influence over the affairs of the corporation, the board of directors will establish that the proposed transaction is reasonable when compared with a similarly-situated organization for functionally comparable positions, goods or services rendered.

Section 4. 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 5. 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; unanimous written consents by directors. All books and corporate records of the corporation may be inspected by any director, or their agent or attorney, for any proper purpose at any reasonable time.

Section 6. 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, regular or special meeting of the board.

Section 7. Amendment of Bylaws

. These Bylaws may be altered, amended or repealed by the board of directors at any annual, regular or special meeting of the board.

Section 8. 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.

**ARTICLE VIII**  
**Action in an Emergency**

In an anticipation of and for the duration of an emergency, the board of directors will have the authority to modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent, and to take those actions necessary to preserve the corporation and ensure that it acts in accordance with its purposes. In addition, notice of a meeting of the board need be given only to those directors it is practicable to reach and may be given in any practicable manner, the quorum required under these Bylaws need not be established, and one or more officers of the corporation present at a meeting of the board may be deemed to be directors for purposes of the meeting. Corporate action taken in good faith during an emergency to further the purposes and the ordinary affairs of the corporation binds the corporation and may not be used to impose liability on a director, officer, employee, or agent. An emergency exists if a quorum of the directors cannot readily be assembled because of some catastrophic event. A catastrophic event is a sudden, natural or man-made situation, including earthquakes, war, acts of terrorism, and pandemics, where change or destruction has occurred that has limited normal functions in daily living including communications and travel. The foregoing is in addition to the power of the board of directors to adopt emergency Bylaws but shall be subject to any limitations under applicable law.

**CERTIFICATION**

Catherine Quinn, being Secretary of VillageReach, hereby certifies that the foregoing Amended and Restated Bylaws were duly adopted by the board of directors on June 7, 2022.

*Catherine Quinn*

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Catherine Quinn, Secretary