

BYLAWS OF
CAMAS-WASHOUGAL COMMUNITY CHEST, INCORPORATED

ARTICLE I

NAME, PURPOSES, OFFICES

Section 1.

The name of the Corporation is the Camas-Washougal Community Chest, Incorporated.

Section 2.

The purposes of the Camas-Washougal Community Chest, Incorporated are for charitable and educational purposes, more specifically:

- (A) To promote the welfare of the community of the cities of Camas and Washougal, Washington, to solicit, collect and otherwise raise money for patriotic, war, charitable, philanthropic or other benevolent purposes, and to expand, distribute, disburse, and otherwise handle, invest, and dispose of the same for such purposes; to relieve existing philanthropic and civic organizations from the necessity of making separate appeals and collections, thereby enabling beneficiary organizations to more effectively carry on the work they are organized to do.
- (B) To purchase, hold, mortgage, hypothecate and dispose of real estate and personal property; to erect buildings and structures of any and all descriptions.
- (C) To borrow and loan money, to give and receive promissory notes, mortgages, debentures and other evidences of debt, secured or otherwise.
- (D) Generally to do and perform and every other act necessary and convenient to carry into effect the objects aforesaid.

Section 3.

The registered office is at 207 NE 22nd Avenue, Camas, Wa 98607 and the registered agent is Linda A. Dietzman.

ARTICLE II

MEMBERS

Each contributor to the Camas-Washougal Community Chest for the current fiscal year is a member of this Corporation.

ARTICLE III

ANNUAL MEETING

Section 1.

An annual meeting of the Camas-Washougal Community Chest, Incorporated will be held each year. The purpose of the meeting is to review past activity, plan the next year's activity, and elect Directors. The Board of Directors shall set the date, time and place of the meeting.

Section 2.

Notices for the annual meeting shall be sent to all board members at least ten (10), but not more than fifty (50) days in advance of the meeting.

The annual meeting date, time and place will be sent to the local newspapers to serve as a public announcement. These notices will appear at least 10 days in advance of the meeting.

Section 3.

A quorum for the annual meeting shall be at least 60% of the board of directors.. A majority vote of those attending shall be binding on elections.

Section 4.

The Board of Directors may call special meetings of the membership. Notices shall be sent to each member at least ten (10), but not more than fifty (50) days before the meeting.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Number and Composition

- (A) The management and the administration of the affairs of this Corporation shall be by a Board of Directors consisting of at least nine (9), but not more than fifteen (15); each elected for a two (2) year term at the annual meeting of the Corporation. Terms of Directors shall be established to assure that approximately one-third (1/3) change each year. A decrease in the number of directors shall not shorten an incumbent Director's term.
- (B) Vacancies shall be filled on a temporary basis by the Board of Directors until the term of vacancy expires. At that time, individuals serving vacancy terms must stand for election.
- (C) Efforts shall be made to include representatives of a variety of residents of the Camas-Washougal area.

- (D) Any Director failing to attend more than three (3) meeting within a one (1) year period of time may be removed from office and a new Director shall be elected to fill his/her office by a majority of the vote of the other Directors. A Director filling a position on this basis must stand for election when the term of the office expires.
- (E) A Director may be removed from office by a vote of three-fourths (3/4) of the Board of Directors.
- (F) Resignation must be in writing and received by the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Section 2. Nominations and Elections

- (A) All nominations for the Board of Directors shall take place at the annual meeting of this Corporation.
- (B) The Nominating Committee of the Board of Directors will nominate a person for each vacancy. Nominations may also be made from the floor of the annual meeting.
- (C) A Director shall be deemed elected by receiving a majority of all votes cast by members in attendance at the annual meeting.

Section 3. Compensation

The Board of Directors shall serve without compensation, stipend, reimbursement or other remuneration for attending meetings. The Board of Directors may reimburse Directors for non-meeting expenses incurred by the Director individually on behalf of the Corporation.

Section 4. Vacancies

The Board of Directors shall fill any vacancy in their number for the remainder of the unexpired term of such vacancy. (See also ARTICLE IV, Section 1).

Section 5. Duties of the Board of Directors

- (A) The Board of Directors shall manage the affairs of this Corporation between meetings of the members thereof.
- (B) It shall adopt such Bylaws for the governance of this Corporation as may be consistent with, and designed to carry out, the objects and purposes of this Corporation.
- (C) It shall appoint such committees as it may deem desirable for the carrying out the objects and purposes of this Corporation.
- (D) It shall arrange for the raising of funds.
- (E) It shall control the distribution of all funds.

- (F) It shall employ such persons as it shall deem necessary for the successful prosecution of the objects and purposes of this Corporation.
- (G) It shall give, at least once a year, a full and complete report of its activities at a meeting of its members, and by publication in a local newspaper.

Section 6. Meetings of Board of Directors

- (A) Regular meetings of the Board shall be held at least two (2) times a year. A special meeting may be called by the President or by any three (3) Directors at any time on at least ten (10) days notice, by mail or telephone, to the Directors. Action may be taken without a meeting if consent in writing, setting forth the action to be taken, is signed by all members of the Board of Directors.
- (B) A majority of the total Board of Directors shall constitute a quorum for the transaction of business. Decisions made by a majority of the Directors present at a meeting shall be valid. Each Director shall possess one (1) vote and no Director may vote by proxy.
- (C) A Director who is present at a meeting of the Board of Directors at which action on a Corporation matter is taken shall be presumed to have assented to such action unless the Director shall file a written dissent or abstention 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 Corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

Section 7. Friends of the Community Chest

(A) Specific persons may be designated as Friends of the C-W Community Chest. These are people who are non voting members who help with financial campaigns or other specific duties. Friends are not required to attend meetings but may do so to aid in completion of their responsibilities.

ARTICLE V

OFFICERS

Section 1.

The officers of this Corporation shall be a President, Vice-President, Secretary, Treasurer, and other officers deemed necessary who shall be elected by a majority vote of the Board of Directors from among its membership at its organizational meeting immediately following the annual election of Directors. Any two (2) or more positions may be held by the same person except President and Secretary, President and Treasurer, or President and Vice – President.

Section 2.

- (A) All officers shall be elected for terms of two (2) years and until their successors are elected and qualified.

- (B) A vacancy in an office for any reason may be filled by the Board of Directors for the remainder of the term.

Section 3. Duties of Officers

- (A) It shall be the duty of the President to preside at all meetings of the Board of Directors and members, to appoint all committees unless otherwise directed, and to call special meetings whenever he/she deems it necessary, or upon written request by three (3) members of the Board of Directors. The President or Vice-President shall sit in with all official committees.
- (B) It shall be the duty of the Vice-President to preside at all meetings in the absence of the President, exercise all functions of the President when the President is absent or disabled, and to perform such duties as are assigned to him or her by the President or Board of Directors. The Vice-President is the chair of the yearly Grant Committee. The grant committee investigates, evaluates, and makes recommendations to the Board of Directors as to which organizations will be receiving grants and the amount of the grants for the following year.
- (C) The Secretary shall keep all minutes and records of this Corporation, its Board of Directors' meetings and of its official committees, and shall see that each participating club, group, association, organization, or social agency participating in the joint fund of the C-W Community Chest shall be sent a copy of the Application of Organizations to the C-W Community Chest and the Bylaws.
- (D) The Treasurer shall have charge of the funds of the Corporation and shall give bond with approved surety for the faithful performance of his or her duties in such amounts as shall be filed by the Board of Directors. The Treasurer shall see that all records pertaining to funds are audited annually and the Secretary given a copy of said audit for permanent records. It is preferable to do this audit in February of each year.
All cancelled checks and deposit slips shall be kept for three (3) years. The Treasurer shall make a report at each Board meeting.
- (E) Other officers will carry out duties and tasks assigned by the President with approval of the Board of Directors.

ARTICLE VI

COMMITTEES

Section 1. Campaign Committee

The Campaign Committee shall consist of the Campaign Chairman and the Campaign Executive Committee appointed by the Board of Directors, and such additional persons as such Campaign Executive Committee may name with the approval of the Board of Directors.

Section 2. Grant Committee

(A) The Vice President is the chair of the Grant Committee that shall consist of no less than three (3) members. All members shall be appointed by the President with the approval of the Board of Directors.

(B) The duties of the Grant Committee shall be to consider and pass upon all matter pertaining to the allowance, increase, and reduction of budgets, including payments to agencies in accordance with budget allowances and all other matters incident thereto. All acts of the Grant Committee shall be subject to the final approval of the Board of Directors.

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Section 3. Executive Committee

(A) The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer and Past President.

(B) The Executive Committee shall supervise and direct the general routine work and administration of the Corporation, subject to the supervision and direction of the Board of Directors.

(C) The Executive Committee shall further do those things as are expressly delegated to it by the Board of Directors.

Section 4. Nominating Committee

There shall be a Nominating Committee consisting of three (3) members, all to be appointed by the President with the approval of the Board of Directors. This committee shall be organized for the purpose of submitting names of candidates for the Board of Directors at the annual meeting. The Nominating Committee shall submit the name of one candidate for each office to be filled.

Section 5. Other Committees

Standing committees or special committees may be created at any time by action of a majority of the Board of Directors.

Section 6. Quorum

A majority of the members of any committee shall constitute a quorum for the transaction of business. Decisions of the majority of committee members present at a meeting shall be valid. No committee member may vote by proxy.

ARTICLE VII

ADMINISTRATION

Section 1. Fiscal Year

The Corporation fiscal year shall be from January 1st to December 31st.

Section 2. Loans

No loans shall be made by the Corporation to any Director or Officer.

Section 3. Books and Records

The Corporation shall keep correct and complete books and records of accounts, shall keep principal place of business, or at the office of its transfer agent or registrar, a record of its Directors' giving the names and addresses of all Directors.

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Section 4. Amendments

These Bylaws may be amended by a vote of two-thirds (2/3's) of the Directors of the Corporation provided that amendments have been introduced at the preceding regular meeting of the Corporation and the copies of the proposed amendment(s) have been immediately distributed to all Directors.

Section 5. Indemnification

- (A) The Corporation shall indemnify its Directors and Officers against all liability, damage, or expense resulting from the fact that such person is or was a Director or Officer, to the maximum extent and under all circumstance permitted by law; except that the Corporation shall not indemnify a Director or Officer against liability, damage or expense resulting from the Director's or Officer's gross negligence or intentional misconduct.
- (B) The Corporation may purchase liability insurance on behalf of all Directors, Officers, Committee members, employees, or others serving at the request of the Corporation.

Section 6. Depositories

The monies of the Corporation shall be deposited in the name of the Corporation into such bank or banks or trust company or trust companies as the Board of Directors shall designate, and shall be drawn from such accounts only by check or other order of payment of money signed by such persons, and in such manner, as may be determined by resolution of the Board of Directors.

Section 7. Notices

Except as may otherwise be required by law, any notice to any Director may be delivered by telephone, by electronic mail or regular mail. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his or her last known address in the records of the Corporation, postage prepaid.

Section 8. Seal

The seal of the Corporation, if any, shall be in such form and bear such an inscription as may be adopted by resolution of the Board of Directors, or by usage of the Officers on behalf of the Corporation.

Section 9. Execution of Corporation Documents

The Treasurer and other approved officers are authorized by their joint signatures

to execute all notes and contracts authorized by the Board of Directors. With a prior authorization of the Board of Directors, notes, checks and contracts may be executed by other designated persons.

ARTICLE VIII

GRANTS AND EMERGENCY FUNDS

Section 1.

Grants may be made only to qualified organizations for the purposes of the Corporation and with authorization of the Board of Directors.

Section 2. Qualifications

Qualifications for any club, group, association, organization, or social agency to participate in the joint fund of the Community Chest are:

- (A) It must qualify as a Corporation under Section 501 (c) (3) of the Internal Revenue Code of 1986 or any corresponding future provision of the Revenue Code and comply with the provision so that all funds contributed to the C-W Community Chest will be deductible by the donor for federal income tax purposes.
- (B) It must demonstrate that its activities have a local benefit or impact for residents of the communities of Camas and/or Washougal.
- (C) It must be organized primarily to serve the advancement of one or more of the following purposes: 1) education, 2) youth activities, 3) aid to people with special needs, 4) natural resource conservation, 5) health and welfare programs, 6) crisis and emergency services, and 7) and other similar charitable or civic objective.

Section 3. Submission Requirements

- (A) A detailed statement of its history, purposes and past activities.
- (B) Such financial data as the Grant Committee may require including its 501 (c) (3) approval the most recent financial statement of receipts and expenditures and a balance sheet showing current assets and liabilities.
- (C) Names of the Officers and Directors who will act as liaison between the C-W Community Chest and the organization.
- (D) The organization's federal tax identification.

- (E) Any other information requested by the Grant Committee.

Section 4.

The application of any organization seeking to participate in receiving C-W Community Chest funds shall be referred to the Grant Committee for investigation. The Grant Committee shall insure that such applicant satisfies the requirements of ARTICLE VIII, Sections 2, 3, and 6 and shall make further inquiry, as it deems appropriate. It shall thereafter forward its report and recommendation to the Board of Directors, which shall either approve or reject the application.

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Section 5.

Organizations applying for funds further agree that if they receive funds from the C-W Community Chest that during the term of the grant they will:

- (A) Maintain a responsible management with a Board of Directors or Administrative Committee which shall meet at least two (2) times per year.
- (B) Cooperate with other social agencies in prevention duplication of effort(s) and in promoting efficiency and economy of administration.
- (C) Undertake no new line of work involving the entire community unless such action shall be approved by the C-W Community Chest.
- (D) Furnish the Grant Committee with detailed statements no less than twice each calendar year showing all income and expenditures.
- (E) Keep regular books of account open to inspection by a representative of the Community Chest.
- (F) Have financial records available for inspection by a representative of the Camas Washougal Community Chest.

Section 6. Application and State of Agreement

An Application of Organizations and Statement of Organizational Agreement with Article VIII, Section 2, 3 and 6 must be filed prior to or with a grant application. If filed with a grant application it should be filed at least two (2) months before the date on which grants are to be awarded.

Section 7. Emergency Funds

The Camas-Washougal Community Chest will consider request for funds for 501(c)(3) Organizations or corporations for emergency needs. Emergency needs are defined as situations that were not anticipated in time for grants and funds that are needed within a short time to resolve short-term problem(s). Examples of situations include 1) floods, earthquakes, fires, windstorms and other natural events, 2) disease prevention and other health related situations, 3) special social and economic situations and 4) other similar types of immediate needs.

ARTICLE IX

CONFLICT OF INTEREST TRANSACTIONS

Section 1. Definitions

For the purposes of this Article:

(A) “Conflicting interest” means that interest a Director has respecting a transaction affected or proposed to be effected by the Corporation.

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(1) The Director knows at the time of the Corporation takes action that the Director or a related person is a party to the transaction or has significant beneficial financial interest in or is so closely linked to the transaction that a reasonable person would expect the interest to influence the Director’s judgment if the Director were called upon to vote on the transaction; or

(2) The transaction is brought before the Board for action, and the Director knows at the time the Board reviews the transaction that any of the following persons is either a party to the transaction or has a significant beneficial financial interest in or so closely linked to the transaction that a reasonable person would expect the interest to influence the Director’s judgment if the Director were called upon to vote on the transaction

(a) An entity of which the Director is a Director, agent or employee

(b) An entity that controls, is controlled by, or is under common control with one or more of the entities specified as above

(B) “Director’s conflicting interest transaction” means a transaction effected or proposed to be effected by the Corporation respecting which a Director of the Corporation has a conflicting interest.

(C) “Qualified Director” means any Director who does not have either a conflicting interest respecting the transaction; or a familial, financial, or employment relationship with a second Director who does have a conflicting interest respecting the transaction, which relationship would, in the circumstances, reasonably be expected to exert an influence on the first Director’s judgment when voting on the transaction.

(D) “Related person” of a Director means a spouse of, or an individual occupying the same household as the Director.

(E) “Required disclosure” means disclosure by the Director who has the conflicting interest of the existence and nature of the Director’s conflicting interest; and all facts known to the Director respecting the subject matter of the transaction that an ordinary prudent person would reasonably believe to be material to a judgment about whether or not to proceed with the transaction.

Section 2. Director’s Action

- (A) Majority Vote: Director's action respecting a Director's conflicting interest transaction is effective if the transaction received the affirmative vote of a majority of qualified Directors who voted on the transaction after either required disclosure to them or compliance with Section 2, Paragraph (B) below.
- (B) Director's Disclosure: If a Director has a conflicting interest respecting a transaction, but neither the Director nor a related person of the Director is a party to the transaction, and if the Director has duty under the law or professional canon, or a duty of confidentiality to another person which would prevent the Director from making the disclosure described in Article IX, Section 1, then disclosure is sufficient if the Director:
- 1) Discloses to the Directors voting on the transaction the existence and nature of the Director's conflicting interest and informs them of the character and limitations imposed by that duty before their vote on the transaction; and
 - 2) Plays no part, directly or indirectly, in their deliberations or vote.
- (C) Quorum: A majority of the qualified Directors constitutes a quorum for purposes of action that comply with this Article. Director's action that otherwise complies with this Article is not affected by the presence or vote of a Director who is not a qualified Director.

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ARTICLE X

RESTRICTIONS ON CORPORATION ACTIVITIES

The Corporation shall be able to carry on any activity and to deal with and expend any such property or income therefrom for any of the following purposes without limitations, except such limitation, if any, as may be contained in the instrument under which property or money is received, the Articles of Incorporation, the Bylaws of the Corporation, or any other limitations which are prescribed by law; provided that no such activity shall be such that is not permitted by a Corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 or any corresponding future provision of the Revenue Code. The Corporation shall not intervene in, or participate in any political campaign on behalf of any candidate for public office. No Director or Officer of the Corporation shall receive any financial benefit from the Corporation except for reasonable reimbursement for authorized expenses.

ARTICLE XI

POLICY OF NON-DISCRIMINATION

Neither the Corporation, nor any Officer, employee or Director thereof, shall discriminate against any person based upon such person's color, religion, race, creed, or sexual orientation.

ARTICLE XII

DISSOLUTION

After a motion to dissolve the Camas-Washougal Community Chest has been made, seconded and discussed at a regular meeting of the Camas-Washougal Community Chest Board of Directors, a printed ballot shall be given to all Directors. Ballots are to be returned by or at the next Board meeting; an affirmative vote in favor of dissolution by two-thirds (2/3's) or more of the Board of Directors will dissolve the corporation. Upon dissolution of the Camas-Washougal Community Chest, after payments of all outstanding expenses, and approved grants/emergency funds, the remaining funds will be distributed to 501 (c) (3) nonprofit organizations funded in the past two (2) years based on the percentage of Camas-Washougal Community Chest funds each organization received in those two (2) years.

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ADOPTED at the meeting of the Camas-Washougal Community Chest Board of Directors on _____, 2006

President _____

ATTEST:

Secretary _____